

ANNUAL REPORT 2013-14



GLOBAL OFFSHORE SERVICES LIMITED

Thirty Sixth Annual Report 2013-14

.....Truly Global

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BOARD OF DIRECTORS

ASHOK GARWARE - M.A. (Cantab)
(Executive Chairman)

ADITYA GARWARE - M.B.A.
(Vice Chairman & Managing Director)

MANEESHA SHAH (nee **GARWARE**) - B.Com, L.L.B.

S.S. AGGARWAL - B.Sc. (New York University)

DR. B.S. COOPER Ph.d. (Engineering) London (Expired on 3/3/2014)

A.K. THANAVALA - B.Com (Hons). L.L.B., A.C.S.

J.C. CHOPRA - M.A.

S.Y. MULANI - B.L.S., L.L.B

COMPANY SECRETARY

A.C. CHANDARANA - B.Com., L.L.B., F.C.S.

PRESIDENT - COMMERCIAL

K.S. DAVE - B.Com. L.L.B.

PRESIDENT - FINANCE

S.P. AKOLKAR - M.M.S. (Finance) (Since resigned)

PRESIDENT - TECHNICAL

K.K. AGGARWAL - Marine Engineer (Since resigned)

HEAD - (HSSE & TRAINING)

CAPT. K. P. KEKRE - B.Sc.

**GENERAL MANAGER - FINANCE
& ACCOUNTS**

P. S. SHAH - B.Com.

GENERAL MANAGER - TECHNICAL

Z.R. MEHTA - First Class Engineer (Motor)

BANKERS

State Bank of India
DVB Group Merchant Bank (Asia) Ltd.
State Bank of Travancore
United Bank of India

AUDITORS

MESSRS. RAMAN S. SHAH & ASSOCIATES
(Chartered Accountants)

REGISTERED OFFICE

101, Swapnabhoomi, `A' Wing,
S.K.Bole Road, Dadar (W),
Mumbai – 400 028.

BRANCHES

Goa, Puducherry

**REGISTRAR AND SHARE
TRANSFER AGENT**

BIGSHARE SERVICES PVT. LTD.
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (E), Mumbai - 400 072

MANAGEMENT DISCUSSION AND ANALYSIS ON SELECT FINANCIAL DATA

During the year under review the Company owned and operated four Anchor Handling Tug cum Supply Vessel (AHTSV) and two Platform Supply Vessels (PSV's). Except for one AHTSV which is in excess of 30 years, all the vessels are deployed on contract. During the year under review on a standalone basis, the Company's Income from Operations (chartering) stood at Rs.122.22 crores as against stood Rs.127.36 crores for the previous year.

The Company's Netherland subsidiary – Global Offshore Services B.V. (GOSBV) inducted one more new building PSV into its fleet during the year thereby taking its fleet to three PSV's and one AHTSV (all owned). All these Vessels are on long term contracts varying from 1 to 4 years. GOSBV has recorded a Total Income of \$28.47 million for the year (as opposed to \$10.10 million for the previous year). The Net profit for the year stood at \$4.25 million (as opposed to a profit of \$0.34 million for the previous year). GOSBV is scheduled to take delivery of one more New Building PSV in November 2014. The Vessel is being built by Havyard Group in their Yard in Norway.

The Company's wholly owned subsidiary in Singapore, Garware Offshore International Services Pte. Ltd. (GOISPL) has two Vessels on Bare Boat Charter – one AHTSV and one PSV. The Vessels are on term contracts in Brazil and the North Sea respectively. GOISPL recently exercised its option to purchase an Accommodation Work Barge which was taken on Bare Boat Charter in 2009. This Barge was simultaneously sold to the Company which had taken the Barge on charter from GOISPL. For the year under review, GOISPL recorded a Gross Income of \$11.19 million and opposed to a Gross Income of \$ 9.73 million. The Company recorded a loss of \$ 0.41 million as opposed to a profit of \$0.11 million for the previous year. The loss for the year was attributed to the provisioning of certain doubtful debts.

On a consolidated basis Company has recorded an Income of Rs.351.55 crores with a consolidated Net Profit of Rs.46.38 crores as compared to an Income of Rs.269.49 crores and a Net profit of Rs.52.59 crores (for the previous year).

Global Offshore Services Ltd. has issued Guarantees on behalf of both its subsidiaries to Bankers and Owners of Vessels (in the case where Vessels are on Bareboat Charter). Since all the Vessels for which such Guarantees have been given are on Term Contract with Sovereign/Highly rated E&P Companies and since the Market Value of all the Assets is higher than the amount of the Guarantee given, the risk of any of these Guarantees devolving on the Company is negligible, if not "zero".

FUTURE OUTLOOK

Indian Scenario ;

According to information available the production of crude oil has not seen major growth for last few years. However there has been growth in production of Natural gas in last decade. After a comparatively quiet last year, higher production is expected as a result of overcoming constrains that were faced in earlier years in the Industry. These constrains are mainly of a technical nature.

A Government Committee has been constituted to prepare a roadmap for enhancing domestic production of Oil & Gas. The committee is also given a task to suggest measures for Development and promotion of indigenous service industry in E&P sector.

The "roadmap" for switching over to the market determined gas pricing at the end of 12th plan period gives confidence to Companies for securing minimum margins that would make exploration profitable. Technology and Government policy measures are expected to give boost to exploration activities in areas which otherwise were not considered attractive enough by explorers.

During the current year too, charter rates for Offshore Vessels in India did not see a substantial increase for "term" jobs. However, the Company hopes that the aforementioned thrust in the Industry and a better economic environment should have a positive effect on Charter rates.

Global Scenario:

In the short term, weakening oil futures is expected to impact spending in price sensitive regions. However in the long term, oil prices are expected to strengthen as the global economy starts seeing a more solid recovery, pulling up oil demand.

Escalation in cost is reported to be one of the reasons for slow growth in upstream spending. Generally, both in terms of revenue and margin, the year of 2013 is said to have been a challenging one.

However as per some analysts/experts view, Crude Oil will remain above break even price in most regions of the world in the future. This will induce growth in the Off Shore Exploration & Production business and in turn, in the OSV industry.

Globally, the OSV fleet is getting younger with 60 % of the fleet being less than 10 years. There is visible preference for "younger" ships by E&P Companies in most areas. Safety has now become the number one concern for Oil Companies and the belief of a direct correlation between "age" and "ability" is strong. There are, however, certain markets which still accept older Vessels.

The shift in Off Shore drilling from Shallow to deeper and farther from shore has also made an impact on the size and power of PSVs/AHTS respectively.

Strong demand seems to be evolving from markets like Brazil and Africa as well as some parts of the Middle East.

NOTICE

Notice is hereby given that the Thirty Sixth Annual General Meeting of the Members of Global Offshore Services Limited (“Company”) will be held at Garware Sabhagriha, F.P.H. Building, 5th Floor, Lala Lajpatrai Marg, Haji Ali, Mumbai 400 034, on Thursday, 25th September, 2014 at 9.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and Profit and Loss Account for the year ended as on that date together with Reports of the Directors’ and Auditors’ thereon.
2. To declare dividend on equity shares.
3. To re-appoint Mrs. Maneesha S. Shah, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint auditors and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

“**RESOLVED THAT** pursuant to Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Aditya A. Garware (DIN: 00019816) be and is hereby appointed as Vice-Chairman & Managing Director of the Company for a period of five years w.e.f. 01.02.2014, liable to retire by rotation, on the remuneration and upon terms and conditions set out in the Explanatory Statement relating to this resolution with liberty and powers to the board of directors to alter and vary the terms and conditions and remuneration in such manner as the board of directors may deem fit and as is acceptable to Mr. Aditya A. Garware within the limits specified in Schedule V to the Act any amendment thereto.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation by the central government to Schedule V to the Act, the board of directors be and is hereby authorized to vary or increase the remuneration, including salary, commission perquisites, allowances, etc., within such prescribed ceiling limits and the agreement between the Company and Mr. Aditya A. Garware be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

“**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution”.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Equity Listing Agreement, **Mr. S. S. Aggarwal** (DIN: 00025731) who was appointed as a director, liable to retire by rotation, and who has given a declaration to the board of directors that he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Equity Listing Agreement, **Mr. J. C. Chopra** (DIN: 00041143) who was appointed as a director, liable to retire by rotation, and who has given a declaration to the board of directors that he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Equity Listing Agreement, **Mr. A. K. Thanavala** (DIN: 00017476) who was appointed as a director, liable to retire by rotation, and who has given a declaration to the board of directors that he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Equity Listing Agreement, **Mr. S. Y. Mulani** (DIN: 05355190) who was appointed as a director, liable to retire by rotation, and who has given a declaration to the board of directors that he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.”

10. To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a special resolution:

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded to the board of directors of the Company to mortgage and/or charge any vessels, other immovable and movable properties, both present and future, of the whole or substantially the whole of the undertaking or undertakings of the Company for the purpose of securing: (i) any loan availed or obtained from any banks, companies, body corporates, financial institutions, mutual funds or other lending institutions, firms or person(s); and/or (ii) any debentures whether convertible or non-convertible which may be issued and/or allotted from time to time to any of the aforesaid or to the shareholders or to any other person(s) together with interest, cost, charges, expenses and any other money payable by the Company for an aggregate nominal value not exceeding the amount which the board is authorized to borrow in accordance with the resolution passed by the members of the Company under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take all such other steps as may be necessary or desirable to give effect to this resolution.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded to the board of directors of the Company to borrow monies (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) in excess of the aggregate of the paid up share capital and free reserves, i.e. reserves which are not set apart for any specific purpose(s), provided that the total amount of monies to be so borrowed by the board of directors of the Company together with the monies already borrowed and outstanding shall not exceed Rs.1500 crores (Rupees One Thousand five hundred crores only)”.

“RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution”.

12. To consider and if thought fit, to pass with or without modification(s), the following Resolution as special resolution:

“RESOLVED THAT pursuant to Section 5 and all other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company shall be in the prescribed Form specified in Table `F` of Schedule I of the Companies Act, 2013 and the same is being adopted by the Company.”

“RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution”.

“RESOLVED FURTHER THAT pursuant to Section 5 and all other applicable provisions, if any, of the Companies Act 2013, the Articles of Association of the Company be altered in the following manner:

A] To replace the relevant new Provisions of the Companies Act, 2013 in place of the corresponding relevant Provisions of the Companies Act, 1956 in the following Clauses :

- 1] In Article 1 – the words Table “A” be replaced with **Table “F”**. The reference of “the Companies Act, 1956” be replaced with **“the Companies Act, 2013”**.
- 2] In Article 2 the following definitions be altered :
 - i] In the definition of “The Act” the words “The Companies Act, 1956” be replaced with the words **“The Companies Act, 2013”**.
 - ii] In the definition of Annual General Meeting, “Section 166” be replaced with **“Section 96”**.
 - iii] In the definition of Ordinary Resolution “Section 189” be replaced with **“Section 114”**.
 - iv] In the definition of Year – “Section 2(17)” be replaced with **“Section 2(41)”**.
- 3] In Article 3 – the words “payment of one rupee” be replaced with the words **“payment of fees prescribed under the Act”**.

In Article 3(c), “Section 192” be replaced with **“Section 117”**.
- 4] In Article 5 - “Sections 87, 88 & 97” be replaced with **“Section 47 & 64”** respectively.
- 5] In Article 7 - “Section 80” be replaced with **“Section 55”**.
- 6] In Article 9(d) - “Section 80” be replaced with the words **“applicable provisions of the Act”**.
- 7] In Article 10 - “Sections 78, 80, 100 to 105” be replaced with **“Sections 52, 55 & 66”** respectively.
- 8] In Article 11 - “Section 94” be replaced with **“Section 61”**.
- 9] In Article 12 - “Sections 106 and 107” be replaced with the words **“applicable provisions of the Act”**.
- 10] In Article 13 - The reference of “the Companies Act, 1956” be replaced with **“the Companies Act, 2013”**.
- 11] In Article 15 (a) – the words “after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation whichever is earlier” **be deleted**.

- 12] In Article 15 (c) - "Section 81(3)" be replaced with "**Section 62 (3)**".
- 13] In Article 16 - "Sections 78 and 79" be replaced with "**Sections 52 and 53**" and "Section 75" be replaced with the words "**applicable provisions of the Act**".
- 14] In Article 17 - "Sections 81, 78 and 79" be replaced with "**Sections 62, 52 and 53**" respectively.
- 15] In Article 21(a) – the words "not exceeding Rupee One" and "Section 113" be replaced with the words "**as applicable under the provisions of the Act**".
- 16] In Article 23(c) - "Sections 153, 153A, 153B, 187B, 187C and 382", be replaced with "**Section 89**".
- 17] In Article 23(f) - "Section 108" be replaced with "**Section 56**" and reference of "the Companies Act, 1956" be replaced with "**the Companies Act, 2013**".
- 18] In Article 26 - "Section 76" be replaced with "**Section 40(6)**".
- 19] In Article 28 - "Section 208" be replaced with the words "**applicable provisions of the Act**".
- 20] In Article 55 - "Section 108" be replaced with "**Section 56**".
- 21] In Article 58 - "Section 111" be replaced with "**Section 58**".
- 22] In Article 59 - "Section 110" be replaced with "**Section 56**".
- 23] In Article 67(a) - "Sections 58(A), 109A & 109B" be replaced with "**Sections 73 and Section 72**" respectively and the reference of "the Companies Act, 1956" wherever appearing in this Clause, be replaced with "**the Companies Act, 2013**".
- 24] In Article 68 - "Sections 292 and 293" be replaced with "**Sections 179 and 180**".
- 25] In Article 71 - "Sections 143, 118, 125 and 127 to 144" be replaced with the words "**applicable provisions of the Act**".
- 26] In Article 72 - "Section 152" be replaced with "**Section 88**".
- 27] In Article 73 - "Sections 114 and 115" be replaced with the words "**applicable provisions of the Act**".
- 28] In Article 79 - "Section 166(1)" be replaced with "**Section 96**" and the words "public holiday" be replaced with the words "**National Holiday**" and Sections 159, 161 and 220" be replaced with "**Sections 92 and 137**" respectively.
- 29] In Article 82 - "Section 169(4)" be replaced with "**Section 100**".
- 30] In Article 87 – "Five Members" be replaced with "**Thirty Members**".
- 31] In Article 88 - "Sections 187" be replaced with "**Section 113**".
- 32] In Article 92 – "the word Bombay" be replaced with the words "**Mumbai**".
- 33] In Article 93 – after the words "decided on a show of hands, unless" the words "**voting is carried out electronically under Section 108 of the Act or**" be added. The amount of "Rs. 50,000/-" appearing in the clause be replaced with the words "**Rs. 5,00,000/- or such amount as may be prescribed under the Act.**"
- 34] In Article 100 - "Section 87" be replaced with "**Section 47**".
- 35] In Article 104 - "Section 187" be replaced with "**Section 113**".
- 36] In Article 110 the words "set out in Schedule IX of the Act" be replaced with the words "**as prescribed under the Act**".
- 37] In Article 116 - "Section 252" be replaced with "**Section 149**".
- 38] Article 116 (A) be deleted.
- 39] In Article 117 - "Section 255" be replaced with "**Section 152**".
- 40] In Article 121 - "Sections 261, 264 and 284(6)" be replaced with "**Sections 152 and 169(7)**" respectively.
- 41] In Article 126 - "Section 283(2) and 314" be replaced with "**Section 167**".
 In Article 126(f) - "Section 203" be replaced with the words "**applicable provisions of the Act**".
 In Article 126(g) - "Section 284" be replaced with "**Section 169**".
 In Article 126(h) - "Section 295 be replaced with "**Section 185**".
 In Article 126(i) - "Section 299" be replaced with "**Section 184**".
- 42] In Article 128 - "Section 299(2)" be replaced with "**Section 184**".
- 43] In Article 131 - "Sections 301(1) and Section 301(2), 297 or 299" & 163 be replaced with "**Sections 189, 188, 184 & 94**" respectively.
- 44] In Article 132 - "Sections 309(6) and Section 314" be replaced with "**Section 197(14)**".
- 45] In Article 134 - "Section 256(2)" be replaced with "**Section 152 (d)**".
- 46] In Article 136 - "Sections 258 and 261" be replaced with the words "**applicable provisions of the Act**".
- 47] In Article 137 - "Section 263" be replaced with the words "**applicable provisions of the Act**".

- 48] In Article 138 - "Section 259 & 284" be replaced with the words "**applicable provisions of the Act**".
- 49] In Article 139(1) – "the amount of Rs.500/-" be replaced with the words "**applicable provisions of the Act**". At the end of the clause, the following words be added "**or 25% of total votes cast in favour of such resolution**".
In Article 139(2) - "Section 257" be replaced with "**Section 160**".
In Article 139(3) - "Section 262" be replaced with "**Section 161**".
- 50] In Article 140(a) - "Section 303" be replaced with "**Section 170**".
In Article 140(b) - "Section 307" be replaced with "**Section 170**".
- 51] In Article 141(a) - "Section 307" be replaced with "**Section 170**" & the words "**Key Managerial Person**" be added after the words Secretary.
- 52] In Article 143(b) - "Section 292" be replaced with "**Section 179**".
- 53] In Article 145 – the word "not" in the clause be deleted.
- 54] In Article 148 - "Section 308" be replaced with "**Section 197**".
- 55] In Article 152 - "Section 287" be replaced with "**Section 174**".
- 56] In Article 158 - "Section 292" be replaced with "**Section 179**".
- 57] In Article 163(d) - "Section 292" be replaced with "**Section 179**".
- 58] In Article 163(e) the words "exceed twenty-five thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding, whichever is greater" be deleted and replaced with the words "**applicable provisions of the Act**".
- 59] In Article 164 - "Section 292" be replaced with "**Section 179**".
- 60] In Article 165(2) - "Section 76 & 208" be replaced with the words "**applicable provisions of the Act**".
- 61] In Article 165(3) - "Sections 292, 297 & 360" be replaced with "**Sections 179 & 188**".
In Article 165(11) - "Section 292, 295, 369, 370 and 372" be replaced with "**Sections 179 and 185**" respectively.
In Article 165(16) - "Section 292" be replaced with "**Section 179**".
In Article 165(20) - "Section 292" be replaced with "**Section 179**".
In Article 165(22) - "Sections 294 and 297" be replaced with "**Section 188**".
- 62] In Article 168(b) – "Section 50" be replaced with the words "**applicable provisions of the Act**".
- 63] In Article 172(1) - "Section 205" be replaced with "**Section 123**".
In Article 172(b) - "sub-section(2) of Section 205" be replaced with "**Section 123**".
- 64] In Article 180 - "Section 205A" be replaced with "**Section 123**".
- 65] In Article 182, period of "42 days" wherever appearing in this clause be replaced with a period of "**30 days**" and the name of the Company "Garware Offshore Services Limited" be replaced with "**Global Offshore Services Limited**".
- 66] In Article 184 - "Section 209" be replaced with "**Section 128**".
- 67] In Article 186 - "Sections 210, 211, 212, 215, 216 and 217" be replaced with "**Section 129**".
- 68] In Article 187 - "Section 219" be replaced with "**Section 136**".
- 69] In Article 198 - "Section 2(30)" be replaced with "**Section 2(59)**" and "the Companies Act, 1956" be replaced with "**the Companies Act, 2013**" and "Section 633" be replaced with the words "**applicable provisions of the Act**".
- 70] In Article 199 & 200 - "Section 201" be replaced with the words "**applicable provisions of the Act**" and "the Companies Act, 1956" be replaced with the "**Companies Act, 2013**".
- B]** Article 10(a) & 183 be deleted.

By Order of the Board

A.C.Chandarana
Company Secretary

Registered Office

101, Swapnabhoomi, 'A' Wing,
S.K.Bole Road, Dadar (W),
Mumbai – 400 028.
CIN: L61100MH1976PLC019229

Date: 29th May, 2014

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Members' voting rights shall be in proportion to his/her share of paid up equity share capital of the Company.
3. An explanatory statement for item Nos. 5 to 12 of accompanying notice pursuant to Section 102 of the Companies Act, 2013, setting out all the material facts and reasons is enclosed herewith.
4. The Register of Members and Share Transfer books of the Company will remain closed from 18.09.2014 to 25.09.2014 (both days inclusive).
5. This notice ("**AGM Notice**") is being sent to all the members, whose names appear in the Register of Members as on 22nd August, 2014. The AGM Notice is also posted on the website of the Company www.globaloffshore.in
6. For the convenience of members, an attendance slip is annexed. Members are requested to fill in and append their signatures at the space provided thereof and hand over the attendance slip at the entrance of the place of the meeting. Proxy / representative of a member should mark on the attendance slip as 'Proxy' or 'Representative' as the case may be. Members are also requested not to bring with them any person, who is not a Member / Proxy.
7. Members are requested to notify the change in Bank details, address, if any, immediately, quoting their Client ID No./ Folio No., Number of Shares held, etc. to the Company's Share Transfer Agents, 'M/s Bigshare Services Pvt. Ltd.'. Attention of the members is invited to SEBI Circular No.CIR/MRP/DP/10/2013 dt.21.03.2013, whereby it is mandatory that the Company/RTI & STA shall print the bank account details of the members on dividend instruments. Accordingly, the members are requested to furnish/update their bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), Bank Name, Branch address etc. to facilitate making electronic/physical payment of dividend. Xerox copy of cheque leaf may also be furnished.
8. Members holding shares in identical order of names in more than one Folio are requested to write to the Company's Registered Office and / or Share Transfer Agent, and send their Share Certificates to enable consolidation of their holding into one Folio.
9. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the board resolution alongwith their specimen signature authorizing their representative(s) to attend and vote on their behalf at the meeting.
10. Proxy forms, in order to be effective, must be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for the meeting.
11. The businesses as set out in this AGM Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional. The members who wish to vote physically in the meeting (instead of e-voting) can do the same by voting in the meeting dated September 25, 2014.
12. The voting through an electronic means will commence on 19.9.2014 at 10.00 a.m and will end on 21.9.2014 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in Physical form or in dematerialized form, may cast vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above. The e-voting module shall be disabled by CDSL for voting thereafter.
13. The Company has appointed Mr. S.M. Korde, practicing company secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
14. The procedure and instructions for the voting through electronic means is as follows:
 - i Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
 - ii Then click on "Shareholders" tab to cast your votes.
 - iii Then select the Electronic Voting Sequence Number - "EVS" alongwith "Global Offshore Services Limited" from the drop down menu and click on "SUBMIT"
 - iv Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - v Next enter the Image Verification as displayed and Click on Login.
 - vi If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

viii After entering these details appropriately, click on "SUBMIT" tab.

ix Members holding shares in Demat form will then reach the Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For member holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.

x You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.

xi For members holding shares in Demat form who had logged on to www.evotingindia.com and cast their vote earlier for EVSN of any company, your existing login id and password are to be used.

xii On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.

xiii Click on the Resolution File Link if you wish to view the entire resolution details.

xiv After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xvi Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at www.evotingindia.com with a copy marked to helpdesk.evoting@cdslindia.com

In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com

15. Members who have registered their e-mail id for the receipt of documents in electronic mode are being sent AGM Notice by e-mail and others are sent by courier. Members who have received AGM Notice by e-mail and wish to vote physically can do the same by remaining present in the meeting.

16. Kindly note that the members can opt for only one mode of voting i.e. either by physical voting or e-voting. If you are opting for e-voting, then do not vote by physical voting also and vice versa. However, in case member has voted both in physical as well as e-voting, then voting done through valid physical voting shall prevail and voting done by e-voting will be treated as invalid.

17. The scrutinizer will submit his report addressed to the Chairman and the result of the voting on the Resolutions at the Meeting shall be announced by the Chairman on 25th September, 2014. The results declared alongwith the Scrutinizer's report, will be posted on the Company's website and on CDSL's website and stock exchanges on 26th September, 2014.

18. All enquiries and correspondence regarding Transfer of Shares, Dematerialisation, etc. should be addressed to Registrars and Share Transfer Agents of the Company, M/s Bigshare Services Pvt. Ltd., E-2/3 Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400 072.

19. Details of Directors seeking appointment and re-appointment at the ensuing Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement):

Name of Director	A.A. Garware	Maneesha S. Shah	S.S.Aggarwal	J.C.Chopra	Mr. Anil .K. Thanavala	S.Y.Mulani
Date of Birth AGE	11.02.1971 44	31.01.1967 48	30.06.1937 76	04.03.1931 84	30.07.1937 76	15.03.1984 31
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of Appointment on the Board	31.05.1993	30.11.1992	19.02.1994	15.05.2007	22.05.2004	31.07.2012
Qualifications	M.B.A. (Lehigh)	B.Com L.L.B.	B.Sc (New York)	M.A.	B.Com(Hons), LL.B, ACS	B.L.S. L.L.B
Expertise in Functional Area	Industrialist	Legal & Commercial	Businessman	Professional	Corporate Laws	Legal
No. of Shares held in the Company (as on 31 st March 2014)	7,79,638 (3.15%)	1,20,988 (0.49%)	10,000 (0.04%)	-	100 (0.00%)	-
List of Directorships held in other Companies/ Partner	<ul style="list-style-type: none"> • Adsu Trading & Investment Co, Pvt. Ltd. • Arena Ship Management Services Pte. Ltd. • Asuad Trading & Investment Co, Pvt. Ltd. • Garware Marine Industries Ltd. • Garware Goa Nets Ltd. • Garware Offshore International Services Pte. Ltd. • Global Offshore Services B.V. • Indian National Shipowners' Association • Masu Trading & Investment Co. Pvt. Ltd. • Mauve Trading & Investment Co. Pvt. Ltd. • Shesu Trading & Investment Co. Pvt. Ltd. • Universal Investment Services Pvt. Ltd. 	<ul style="list-style-type: none"> • Adsu Trading & Investment Co, Pvt. Ltd. • Masu Trading & Investment Co. Pvt. Ltd. • Mauve Trading & Investment Co. Pvt. Ltd. • Universal Investment Services Pvt. Ltd. 	<ul style="list-style-type: none"> • Coopers Rolers Pvt. Ltd • DBS Corporate Services Pvt. Ltd. • DBS Financial Services Pvt. Ltd. • DBS Internet Services Pvt. Ltd. • Vikrant Finance & Marketing - Partner 	<ul style="list-style-type: none"> • Aditya Birla Chemicals Ltd. • Infogain India Pvt. Ltd. • Indian Society of Advertiser 	NIL	NIL
Chairman/ Member Committee of the Boards of other Companies in which he is a Director	TWO	NIL	NIL	NIL	NIL	NIL

REQUEST TO THE MEMBERS

1. Members desiring any information on the Accounts at the Annual General Meeting are requested to write to the Company at least ten working days in advance of the Annual General Meeting so as to enable the Company to keep the information ready. Only the information which could be furnished will be furnished to the members.
2. Members are requested to bring their copy of the Annual Report to the Meeting.

By Order of the Board

A. C. Chandarana
Company Secretary

Registered Office

101, Swapnabhoomi, 'A' Wing,
S.K.Bole Road, Dadar (W), Mumbai – 400 028.
CIN: L61100MH1976PLC019229

Date: 29th May, 2014

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.5

Upon recommendation of the Compensation Committee, the board of directors of the Company at its Meeting held on 29th May 2014, appointed Mr. Aditya A. Garware as Vice Chairman & Managing Director w.e.f. 1st February, 2014 for a period of 5 years on terms enumerated hereinbelow.

Mr. Aditya A. Garware is a Post Graduate from Lehigh University and has experience of almost 2 decades.

Mr. Aditya A. Garware, as the Vice Chairman & Managing Director of the Company, shall be entitled to the following remuneration, perquisites and allowances:

(a)	SALARY	Rs. 8.25 Lakhs per month till July 2014 and w.e.f. 01.08.2014. Salary of Rs.3.00 Lakhs per month with an annual increment to be decided by the Board of Directors from time to time, subject to the limits prescribed under the Companies Act 2013.
(b)	COMMISSION	As may be decided by the board of directors, subject to the limits prescribed under the provisions of the Companies Act, 2013
(c)	PERQUISITES	In addition to salary, he will be entitled to benefits like bonus/ex-gratia, housing accommodation or house rent allowance and other perquisites such as reimbursement of medical expenses incurred for self and family, leave travel concession for self and family once in a year, provision of a car with driver, mobile telephone, telephone at residence and other allowances as per the rules of the Company. Perquisites shall be evaluated as per Income-Tax Rules, 1962 and Companies Act, 2013, wherever applicable. Mr.Aditya Garware shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration: i. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service. iii. Mr. Aditya Garware will be entitled to leave on full remuneration, as per the rules of the Company but not exceeding one month's leave for every 11 months of service. He shall be entitled to encashment of unavailed leave at the end of each year. iv. Mr. Aditya Garware will also be entitled to reimbursement of entertainment expenses actually incurred by him in the course of business of the Company. v. Mr. Aditya Garware will also be entitled to receive from the Company travelling, hotel and other expenses incurred while performing duties on behalf of the Company. vi. Club fees, subject to a maximum of two clubs.

In the event, the Company incurs a loss or has inadequate profits, the above remuneration shall be treated as minimum remuneration payable to Mr.Aditya A. Garware, Vice Chairman & Managing Director, and the same shall be subject to Schedule V of the Companies Act, 2013 .

Approval for appointment and payment of remuneration is sought from the members for Item No. 5 of this Notice.

Except Mr. Aditya A. Garware himself, Mr. Ashok B. Garware and Mrs. Maneesha S. Shah being relatives are interested in the resolution. No other directors and key managerial personnel and their relatives are in any way interested or concerned in this resolution.

Copy of the draft agreement proposed to be entered between the Company and Mr. Aditya A. Garware, Vice Chairman & Managing Director is available for inspection to the Members on any working day between 11.00 A.M. to 1.00 P.M. till the conclusion of Thirty-Sixth Annual General Meeting.

Item Nos.6 to 9:

As you may be aware, the Ministry of Corporate Affairs has notified Section 149 of the Companies Act, 2013 w.e.f 1st April, 2014, which provides that the independent directors can be appointed for upto a period of 5 years. Accordingly, to comply with the provisions of this Act, it is proposed to appoint the following Directors as Independent Directors w.e.f. 1st April, 2014.

1. Mr.S.S.Aggarwal
2. Mr.J.C.Chopra
3. Mr.A.K.Thanavala
4. Mr.S.Y.Mulani

Except for sitting fees, the aforesaid directors will not be entitled to any remuneration and shall perform their duties as prescribed under the Companies Act, 2013.

Consent to act as director in Form DIR-8 has been obtained and these directors have declared that, they stand free from any disqualification from being a Director.

Except the aforementioned directors themselves, none of the directors and key managerial personnel and their relatives is in any way interested or concerned in passing the above referred resolutions.

Item Nos.10 & 11:

With the introduction of Companies Act, 2013, earlier "ordinary" resolution(s) passed by the shareholders in connection with the creation of charge, mortgage on movable and immovable properties and other matters enumerated under the erstwhile Section 293 of the Companies Act, 1956, is required to be approved by the shareholders as a "special" resolution under Section 180(1) (a) and 180(1)(c) of the Companies Act, 2013.

Hence, the said resolutions are required to be passed as a special resolution. The limits of Rs.1500 crores sanctioned earlier by the shareholders remains unchanged and as such there is no change in the resolutions already sanctioned by the shareholders except to the extent that the same is now required to be passed as "Special Resolution".

The Board recommends the resolutions for approval of the shareholders.

None of the directors and key managerial personnel and their relatives is in any way interested or concerned in passing the aforesaid resolutions.

Item No. 12:

With the introduction of Companies Act, 2013 all listed public limited companies, limited by shares need to adopt Table 'F' of the Companies Act, 2013.

To comply with the above provisions, it is proposed to adopt Table 'F' as the Articles of Association of the Company.

The shareholders approval is required to adopt Table 'F' and authorise the board of directors to give effect to this and amend the Articles of Association of the Company accordingly.

None of the directors and key managerial personnel and their relatives is in any way interested or concerned in passing the aforesaid resolution.

Copies of memorandum of association and articles of association of the Company is available for inspection to the Members on any working day between 11.00 A.M. to 1.00 P.M. till the conclusion of Annual General Meeting.

Registered Office

101, Swapnabhoomi, 'A' Wing,
S.K.Bole Road, Dadar (W),
Mumbai – 400 028.
CIN: L61100MH1976PLC019229

Date: 29th May, 2014

By Order of the Board

A.C. Chandarana
Company Secretary

DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST MARCH, 2014

**TO,
THE MEMBERS,**

Your Directors are pleased to present their report as under:

FINANCIAL RESULTS:

Rs. in Crores

PARTICULARS	Year ended March 31, 2014	Year ended March 31, 2013
Income from operations	122.22	127.36
Other Operating Income	-	38.55
Other Income	3.65	3.10
Gross Income	125.87	169.01
Expenses for the period	63.89	66.07
Operating Profit for the period	61.98	102.94
Finance cost	15.58	21.24
Profit Before Depreciation	46.40	81.70
Depreciation	22.74	23.15
Profit Before Tax	23.66	58.55
<u>Provision for Taxation</u>		
Current Tax	0.75	8.35
Tax for earlier (written back)/provision	(0.05)	0.06
Net Profit After Tax	22.96	50.14

FINANCIAL HIGHLIGHTS:

Income from Operation for the year ended on 31.03.2014 stood at Rs. 122.22 crores, as against Rs. 127.36 crores for the previous year (excluding other operating income). Other Income for the year stood at Rs. 3.65 crores as against Rs. 3.10 crores for the previous year.

The Net Profit for the year ended 31.03.2014 stood at Rs. 22.96 crores as against Rs. 50.14 crores for the previous year. However, the previous year figure included Other Operating Income of Rs. 38.55 crores on account of sale of a vessel. The tax liability was lower during the year at Rs. 70 lacs.

The Tonnage Tax scheme, as opted for by the Company, was available for 10 years from approval and has expired on 31/03/2014. The Company has applied for renewal; which has been approved by the Tax Authorities.

Fleet operating Expenses have increased mainly as a result of the mobilization of one of the Company's Vessels from India to the Far East and subsequently to the Middle East. However, on the whole expenses have reduced by approximately Rs. 8 crores mainly due to the reduction of financial costs as a result of the regular repayment of Loans.

The Company continues to follow Accounting Standard 30 'AS-30' Financial Instrument: (Recognition & Measurement).

OPERATIONS:

M.V.Garware-III, which is now 30 years old remained idle for a major part of the year under review.

M.V.Meghna came off long term contract during the Year and has since been working in the spot markets of the Far East and more recently, the Middle East.

M.V.Poorna and M.V.Mahananda continue to work on long term contract in the West Coast of India as does M.V.Kailash in Brazil.

M.V.Kamet has just completed a long term contract in the West Coast of India and has been bid for another Contract in the same region, the outcome of which is awaited.

DIVIDEND:

Keeping in mind potential growth opportunities and the need to conserve resources as a result, your Directors, subject to the Shareholders approval, are pleased to recommend dividend of 12%, for the year under review (previous year 24%). The

dividend will be paid to the Shareholders, whose names appear on the Register of Members as on 25.09.2014.

The total cash outflow on account of Dividend and Tax thereon amounts to Rs 3.47 crores (previous year Rs. 6.94 crores).

EXPANSION AND FUTURE OUTLOOK:

The Company will continue to place all its Vessels on Long term Contract in various World Markets. As indicated in the Management Discussion and Analysis, the Indian market is yet to see an increase in Charter rates and this “pushes” the Company and its Management to seek employment for its Vessels internationally. The Company is also constantly looking for opportunities to acquire additional Vessels keeping the “target market” in mind.

The Company’s Subsidiary in The Netherlands continues to grow. All four of the Vessels owned by this Subsidiary are on long term contracts with well recognized E&P Companies. The induction of a new equity partner in 2012 has helped this Subsidiary grow from \$ 10.10 million of Gross Income to \$28.47 million in a span of less than 2 years.

REGISTERED OFFICE:

The Company’s Registered Office was shifted from Chander Mukhi, Nariman Point, Mumbai – 400 021 w.e.f. 1st March, 2014 to 101, Swapnabhoomi, `A’ Wing, S.K. Bole Road, Dadar (W), Mumbai-400028. The erstwhile premises which housed the Registered Office has been handed over to the Landlord.

SUBSIDIARY / WHOLLY OWNED SUBSIDIARY (WOS):**a) Global Offshore Services B.V. - The Netherlands (GOSBV)**

During the year under review, GOSBV achieved an income from operations of \$28.47 million (previous year \$10.10 million) with a net profit of \$4.25 million (previous year \$0.34 million).

GOSBV has placed an order for the construction of one Platform Supply Vessel (PSV) scheduled for delivery in October, 2014. The existing vessels owned by the Company – M.V.Cristal, M.V.Shergar, M.V.Ben Nevis and M. V. Makalu, continue to work on long term contracts.

b) Garware Offshore International Services Pte. Ltd – Singapore (GOISPL)

The Company’s Wholly Owned Subsidiary, GOISPL based in Singapore achieved an operating income of \$11.72 million (previous year \$10.04 million). However, in view of certain provisioning of Bad Debts the Company incurred a Net Loss of \$0.41 million as against profit of \$0.11 million for the previous year. GOISPL now has two vessels on bare boat viz, 1 Platform Supply Vessel and 1 Anchor Handling Tug Cum Supply Vessel.

The Company recently acquired and subsequently sold the Accommodation Work Barge, viz., Beau Geste which was on a Bareboat charter with the Company since 2009.

In view of general exemption granted by Ministry of Corporate Affairs vide Circular No.51/12/2007-CL-III dated 8.2.2011, the annual accounts of subsidiary companies and the related information required to be enclosed under the provisions of the Companies Act, 2013 are not enclosed.

The Company undertakes that such information shall be made available to the shareholders of the holding and subsidiary companies and shall also be kept for inspection at the Registered Office of the Company. The Company shall furnish hard copy of the same to any shareholder on demand.

LISTING FEES TO STOCK EXCHANGES:

The Company has paid the Listing Fees for the year 2014-15 to Bombay Stock Exchange Ltd. and The National Stock Exchange of India Ltd.

Constitution of Committees:

In compliance of the Companies Act, 2013, the following Committees were constituted:

- 1) Nomination and Remuneration Committee.
- 2) Corporate Social Responsibility Committee.
- 3) Stakeholders Committee.

RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, the directors confirm:

- a) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that no material departures (save and except as stated in the Directors’ Report) have been made from the same.



- b) That they have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the year and the Profit of the Company for that year ended as on 31.03.2014.
- c) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provision of the Companies Act, 1956, for safe-guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That they have prepared the Annual Accounts on a going concern basis.

INSURANCE:

All the Vessels owned and operated by the Company and its subsidiaries have been insured for Hull & Machinery, War Risks and Protection & Indemnity (P & I) claims. If required, depending upon the Geographical location of the Vessels, necessary Kidnap and Ransom (K&R) Insurance cover is also taken for the Vessels and crew. The crew on all the vessels are also covered under (P & I) insurance.

FIXED DEPOSITS:

During the year under review the Company has not accepted any deposits from the Public and Shareholders.

DIRECTORATE:

The Company is saddened to announce the unfortunate demise of Dr.B.S.Cooper, Director, on 3rd March, 2014. The Board would like to place on record its appreciation for the valuable contribution made by him to the Company's progress during his tenure.

Mr. Aditya A. Garware has been re-appointed as Vice Chairman & Managing Director, subject to the approval of the Shareholders.

Mrs. Maneesha S. Shah, Director, retires by rotation and being eligible offer herself for re-appointment.

Pursuant to the provisions of the Companies Act, 2013, all the Independent Directors need to be appointed in Annual General Meeting for a maximum period of 5 years. It is proposed that Mr. J.C. Chopra, Mr. S.S. Aggarwal, Mr. A. K. Thanavala and Mr. S.Y.Mulani be appointed as Independent Director for a period of 5 years.

Members are requested to appoint them accordingly.

AUDITORS:

You are requested to re-appoint Statutory Auditors, Messrs. Raman S. Shah & Associates, Chartered Accountants for the current year and to fix their remuneration.

PERSONNEL:

The relations with all Employees of the Company, both Shore and Floating Staff have been cordial. Your Directors wish to express their appreciation of the services, rendered by the devoted Employees.

PARTICULARS OF EMPLOYEES:

Statement of Particulars of Employees as required by the Provisions of The Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended and forming part of the Directors' Report is annexed here to as Annexure 'I'.

DEMATERIALISATION OF SHARES:

The Company's shares continue to be traded in Electronic Form. As per Securities and Exchange Board of India (SEBI) requirement, 100% of the shares held by the Promoter / Persons Acting in Concert category are in the Electronic Form.

CORPORATE GOVERNANCE:

A separate report on Corporate Governance along with the Auditors' Certificate on its compliance is given in a separate Annexure.

ACKNOWLEDGEMENT:

The Board wishes to thank the Office of Directorate General of Shipping, Mercantile Marine Department, Shipping Master, MPA, MI Registry, Cyprus Registry, IRS, DNV, ABS, Axis Bank, Exim Bank, ICICI Bank, DVB Bank, DnB, Nord LB, State Bank of India, State Bank of Travancore, and United Bank of India for their continued support and co-operation during the year.

On Behalf of the Board

Place : Mumbai

Dated : 29.05.2014

ASHOK GARWARE
CHAIRMAN

ANNEXURE – I TO DIRECTORS’ REPORT

Statement of particulars of employees pursuant to the provisions of Section 217(2A) of The Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors’ Report for the year ended 31.03.2014.

Sr. No.	Name	Qualification	Designation/ Nature of Duty	Experience	Date of Commencement of Employment	Remuneration Rs.	Age	Last employed
1.	Ashok B. Garware	M.A. (Cantab)	Executive Chairman	51 years	25.01.1977	1,01,98,659	75 years	Garware Shipping Corporation Ltd.
2.	Aditya A. Garware	M.B.A. (U.S.A.)	Vice Chairman & Managing Director	20 years	31.05.1993	1,37,48,431	44 years	Garware Goa Nets Ltd.
3.	Capt. D. L. Mathur	Master Foreign Going Shipping Mat.	President (Marketing)	37 years	19.04.2007	47,89,912	55 years	NICO Middle East.
4.	Capt. S. Sarkango	Master Mariner	President (Operations)	27 years	18.01.2006	68,24,834	52 years	Great Eastern Shipping Co. Limited
5.	K. K. Aggarwal	Marine Engineer	President (Technical)	25 years	26.04.2006	63,73,006	56 years	Safetech Marine Supply-LLC, Dubai
6.	S. P. Akolkar	M.M.S Finance	President (Finance)	22 years	01.10.2006	53,56,286	46 years	GTL Ltd.
7.	Z. R. Mehta	First Class Engineer (Motor)	General Manager (Technical)	27 years	08.10.2007	57,08,028	50 years	Great Eastern Shipping Co. Limited

Notes:

- 1) The nature of employment of above employees is contractual.
- 2) Remuneration includes Salary, Perquisites, Commission and Contribution to P.F.
- 3) As on 30.04.2014, Mr. Ashok B. Garware holds 6,61,372 Equity Shares being (2.67%) and Mr. Aditya A. Garware holds 7,79,638 Equity Shares being (3.15%) of the Company.
- 4) Captain D.L. Mathur and Captain S. Sarkango resigned during the year.

ANNEXURE TO DIRECTORS' REPORT

STATEMENT REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER CLAUSE (e) OF SUB-SECTION (1) OF SECTION 217 OF THE COMPANIES ACT, 1956.

Item No.	Particulars		
A.	CONSERVATION OF ENERGY		
	(a)	Measures Taken	Being Shipping Company, taking of energy Conservation measures does not arise.
	(b)	Additional investments and proposals, if any, being implemented for reduction of energy consumption.	Nil
	(c)	Impact of the Measures (a) and (b) above and Consequent Impact on Cost of Production.	Not Applicable
	(d)	Total energy consumption and consumption per Unit of production in Form 'A'.	Not Applicable
B.	TECHNOLOGY ABSORPTION		
	(e)	Efforts made in Technology absorption.	As per Form "B" enclosed
C.	FOREIGN EXCHANGE EARNINGS AND OUTGO		
	(f)	Activities relating to exports, initiative taken to increase exports, development of New Export market for product and services and export plans.	Nil
	(g)	(a)	Foreign exchange earned and saved (on account of freight, charter hire, earnings etc.) including deemed earnings.
			Rs. 123.29 crore
		(b)	Foreign exchange used including Operating expenses, Standby expenses, Capital repayment, down payments for acquisition of Ships and interest payment.
			Rs. 41.33 crore

FORM "B"

(SEE RULE – 2)

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT (R & D)

1.	Specific areas in which R & D carried out by the Company.	None
2.	Benefits derived as a result of the above R & D.	N.A.
3.	Future Plan of Action.	None
4.	Expenditure on R & D	
	a)	Capital
		Nil
	b)	Recurring
		Nil
	c)	Total
		Nil
	d)	Total R & D Expenditure as a Percentage of Total Turnover Technology absorption, adaptation and innovation.
		Nil
1.	Efforts in brief, made towards technology absorption, adaption and innovation.	None
2.	Benefits derived as a result of the above efforts e.g. Product improvement, cost reduction, product development, import substitution etc.	N.A.
3.	In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished.	N.A.
	a)	Technology Imported
		-
	b)	Year of Import
		-
	c)	Has technology been fully absorbed ?
		-
	d)	If not fully absorbed, Areas where this has not taken place, reasons therefore and future plans and actions.
		-

On Behalf of the Board

Place : Mumbai
Dated : 29.05.2014

ASHOK GARWARE
CHAIRMAN

REPORT ON CORPORATE GOVERNANCE

1. BOARD OF DIRECTORS:

The Board of the Company comprises of Professionally Well-Qualified Individuals and consists of Seven Members. Mr. Ashok Garware is the Executive Chairman and Mr. Aditya Garware is the Vice Chairman and Managing Director of the Company. All other Directors are Non-Executive. During the year under review Five Board Meetings were held as detailed below. The maximum time gap between two Board Meetings did not exceed four months.

Dates of the Meeting:	8 th April, 2013	30 th May, 2013	12 th August, 2013	6 th November, 2013	30 th January, 2014
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Name of Directors	No. of Board Meetings Attended	Attendance at last AGM	Remarks	No. of Other Committee Directorship		No. of other Directorship
				Chairman	Member	
Mr. Ashok Garware - (Chairman)	5	Yes	Whole Time Director	-	-	8
Mr. Aditya Garware - Vice Chairman & Managing Director	5	Yes	Whole Time Director	-	2	12
Mrs. Maneesha Shah (nee Garware)	4	Yes	Non-Whole Time Director	-	-	4
Mr. Shamsunder Aggarwal	5	Yes	Independent Director	-	-	4
Mr. A.K. Thanavala	4	Yes	Independent Director	-	-	-
Dr. Burjor Cooper (expired on 3 rd March, 2014)	-	No	Independent Director	-	-	-
Mr. J.C. Chopra	4	Yes	Independent Director	-	2	3
Mr. S. Y. Mulani	5	Yes	Independent Director	-	-	-

The Non Executive / Directors were paid sitting fees of Rs. 20,000/- for each meeting of the Board of Directors attended by them during the year under review.

As stipulated under Clause 49 (I) (C) of the Listing Agreement, no Director is a Member of more than 10 Committees or a Chairman of more than 5 Committees across all the companies in which he is a Director. (Committees being Audit Committee and the Shareholders' Grievance Committee)

Mr. Ashok Garware and Mr. Aditya Garware were paid remuneration as details given below: (₹ in lacs)

Particulars	Mr. Ashok Garware (₹)	Mr. Aditya Garware (₹)	Total (₹)
Salary	98.92	121.87	220.79
Monetary value of Perquisites	0.40	0.40	0.80
Ex Gratia	2.67	3.33	6.00
Contribution to P.F.	0.00	11.88	11.88
Total	101.99	137.48	239.47

Professional fees of Rs.1,19,831/- was paid to Mulani & Co., Proprietor firm of Mr. S. Y. Mulani, Director for handling legal matters of the Company.

2. AUDIT COMMITTEE:

Composition:

The Company's Board of Directors has constituted an Audit Committee comprising of Non- Executive and Independent Directors. The members of this Committee are well versed with finance & accounts / legal matters and general business practices.

The Company Secretary acts as a Secretary to the Committee.

Terms of Reference:

The Committee is involved in reviewing various matters including Consolidated/Standalone Audited/Un-Audited Financial Results for the year/quarter ended of the Company, Investments made by the Company, Internal Auditors Report, Compliance with Listing Agreement, Accounting Standards and other requirements relating to financial statements, reviewing of Management Discussion and Analysis Report and Directors' Report.

Meetings:

Four Audit Committee Meetings were held during the financial year 2013-2014 as detailed herein below: -

Date of Audit Committee Meetings	Name of the Members of Audit Committee & Attendance			
	Mr. A.K. Thanavala (Chairman)	Mrs. Maneesha Shah	Mr. Shamsunder Aggarwal	Dr.B.S. Cooper (Ceased to be a Director w.e.f. 03.03.2014)
30.05.2013	✓	✓	✓	--
12.08.2013	--	✓	✓	--
06.11.2013	✓	--	✓	--
30.01.2014	✓	✓	✓	--

3. SHARE TRANSFER COMMITTEE:

Composition:

The Share Transfer Cum Investor Grievance Committee consists of Mr. Ashok Garware, Chairman, Mr. Aditya Garware, Mr. J.C. Chopra and Mr.S.S.Agarwal as Members.

Meetings:

The Company Secretary, Mr. A. C. Chandarana is appointed as Compliance Officer. The Committee generally meets once a fortnight to approve, inter alia, transfer/transmission of shares, issue of duplicate shares and consolidation of shares. The Committee also reviews the status of investor grievances and the Company's redressal mechanism and recommends measures to improve the quality of services to investor.

Terms of Reference:

The Committee inter alia, approves issue of Duplicate Share Certificates and also reviews matters connected with transfer of Securities including redressal of Investors' /Shareholders' complaints related to non-receipt of declared dividend, transfer of shares, non-receipt of Annual Reports, non receipt of duplicate share certificates etc.

4. GENERAL BODY MEETINGS:

The details of the date, time and location for the last three Annual General Meetings (AGM) are as follows:

Financial Year	Date	Time	Location
2012-2013	2 nd September, 2013	9:30 A.M.	"Garware Sabhagriha", F.P.H. Building, Lala Lajpatrai Marg, Haji Ali, Mumbai 400 034.
2011-2012	28 th September, 2012	9:30 A.M.	"Garware Sabhagriha", F.P.H. Building, Lala Lajpatrai Marg, Haji Ali, Mumbai 400 034.
2010-2011	27 th September, 2011	9:30 A.M.	"Garware Sabhagriha", F.P.H. Building, Lala Lajpatrai Marg, Haji Ali, Mumbai 400 034.

No Special Resolutions were passed in the previous Annual General.

Postal Ballot:

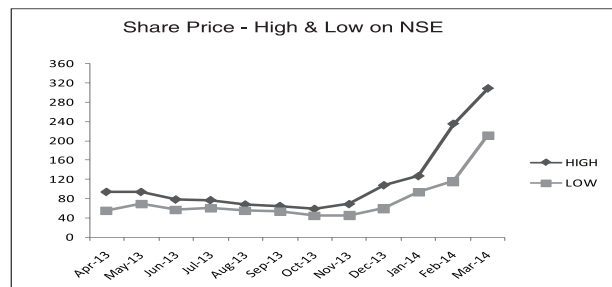
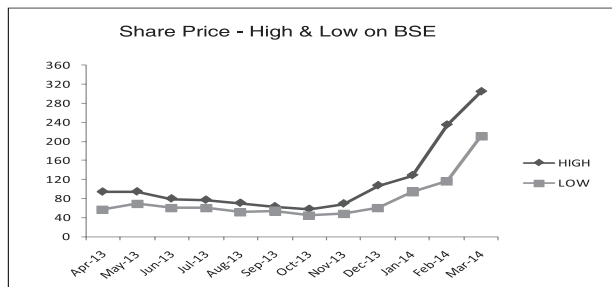
No Postal Ballot were used for voting at these meetings. Further there is no item on the agenda of the ensuing Annual General Meeting that needs approved by Postal Ballot.

5. DISCLOSURE:

There were no related Party Transactions, which had potential conflict with the interest of the Company at large.

6. SHARE PRICE – HIGH AND LOW ON THE BOMBAY STOCK EXCHANGE LTD. & NATIONAL STOCK EXCHANGE OF INDIA LTD. FOR THE YEAR ENDED 31ST MARCH, 2014.

Month	BSE		NSE	
	HIGH	LOW	HIGH	LOW
April 2013	94.00	56.60	94.10	55.65
May 2013	94.40	68.80	94.00	68.80
June 2013	79.65	60.05	78.35	57.05
July 2013	77.00	60.00	76.95	60.50
August 2013	70.50	50.70	67.95	55.20
September 2013	63.05	53.85	65.00	53.60
October 2013	57.85	44.30	59.00	44.85
November 2013	69.10	48.00	68.90	45.70
December 2013	107.35	60.05	107.80	59.75
January 2014	128.70	94.00	126.75	93.20
February 2014	234.95	115.90	234.90	115.75
March 2014	304.95	211.05	307.90	211.00



7. GENERAL SHAREHOLDER INFORMATION:

36TH AGM : Date Time Venue	25 th September, 2014 9:30 A.M. Garware Sabhagriha", F.P.H. Building, 5 th Floor, Lala Lajpatrai Marg, Haji Ali, Mumbai - 400034
Financial Year	The Company follows April-March as its financial year. The Unaudited results for every quarter/s June, Sept. Dec. are declared within 45 days of the end of the quarter. The Audited Results for the last quarter is declared within 60 days of the end of the financial quarter.
Date of Book closure/ Record Date	For 2013-2014: 18.09.2014 to 25.09.2014 (both days inclusive)
Dividend Payment Date (proposed)	30 th September, 2014
Listing on Stock Exchanges	The Company's shares are presently listed on the Bombay Stock Exchange Ltd. (BSE), The National Stock Exchange of India Limited (NSE)
Stock Code	1. Bombay Stock Exchange Ltd. 501848 2. The National Stock Exchange of India Ltd. GLOBOFFS
Demat ISIN Number for NSDL & CDSL:	INE 446C01013
Registrar and Transfer Agents	Bigshare Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 Tel : 022 2847 0652 / 4043 0200 Fax 022 2847 5207 Email: info@bigshareonline.com Website: www.bigshareonline.com
Auditors' Certificate on Corporate Governance	As required under the provisions of Clause 49 of the Listing Agreement, the Auditors' Certificate is given as an annexure to the Directors' Report.
Distribution of Shareholding & Category-wise distribution	Please Refer to Annexure A
Dematerialisation of shares and liquidity	As on 31 st March, 2014, 95.46% of total paid up Equity Capital has been Dematerialised.
The Quarterly Unaudited Financial Results were published in	English – Business Standard Marathi – Lokmat Website : www.globaloffshore.in
GDRS / ADRS	Not Applicable
Address for Correspondence	Global Offshore Services Ltd. 101, Swapnabhoomi, "A" Wing, S.K. Bole Road, Dadar (West), Mumbai – 400 028 Tel : 022-2423 4000 Fax: 022-2436 2764 Email : info@globaloffshore.in
Email address for Investor Complaints	investorredressal@globaloffshore.in / secretarial@globaloffshore.in

8. CODE OF CONDUCT:

Pursuant to Clause 49 of The Listing Agreement, the Company has prescribed and affirmed Code of Conduct for the Board of Directors and Senior Management of the Company.

A Declaration duly signed by Vice Chairman & Managing Director is obtained by the Company.

9. CEO/CFO CERTIFICATION:

The Company has obtained from the Vice-Chairman & Managing Director and President (Finance), a Certificate Pursuant to Clause 49(V) of the Listing Agreement.

On Behalf of the Board

Place: Mumbai
Date: 29.05.2014

ASHOK GARWARE
Chairman

ANNEXURE "A"
THE DISTRIBUTION OF EQUITY SHAREHOLDING AS ON 30TH April, 2014 IS AS FOLLOWS:

NO. OF EQUITY SHARES HELD	NO. OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	NO. OF SHARES	% OF TOTAL PAID UP CAPITAL
1 - 5000	19,718	94.75	19,77,635	8.00
5001 - 10000	516	2.48	4,08,531	1.65
10001 - 20000	261	1.25	3,92,952	1.59
20001 - 30000	79	0.38	1,98,183	0.80
30001 - 40000	45	0.22	1,59,380	0.64
40001 - 50000	30	0.14	1,43,001	0.58
50001 - 100000	82	0.39	6,38,225	2.58
100001 - 99999999	80	0.39	2,08,10,886	84.16
TOTAL	20,811	100.00	2,47,28,793	100.00

SHAREHOLDING PATTERN AS ON 30TH APRIL, 2014 IS AS FOLLOWS :

Sl. No.	Category	No. of Shares Held	% of Total Paid up Capital
A)	Promoters Holding/Person Acting in Concert		
	• Individuals/HUFs	24,13,285	9.76
	• Bodies Corporates (Holding Co./Subsidiaries & Affiliates)	32,81,723	13.27
	• Foreign Promoters/Bodies Corporates	25,64,500	10.37
	Total – Promoters Holding/ Person Acting in Concert	82,59,508	33.40
B)	Non-Promoters Holding		
	1. Institutional Investors :		
	a. UTI	2,700	0.01
	b. GIC & Subsidiaries	14,85,510	6.01
	c. Banks	11,650	0.05
	d. State Government	160	0.00
	e. Mutual Funds	40,200	0.16
	Sub Total	15,40,220	6.23
	2. Foreign Holding :		
	a. FII's/Foreign Investors	73,79,696	29.84
	b. NRIs	2,21,004	0.89
	Sub Total	76,00,700	30.73
	3. Other Bodies Corporates	16,14,707	6.53
	4. Indian Public	51,89,816	20.99
	5. Others-Trusts	5,23,842	2.12
	Sub Total	73,28,365	29.64
	Total – Non Promoters Holding	1,64,69,285	66.60
	Grand Total	2,47,28,793	100.00

NOTE :

Total Foreign Shareholding (NRIs) is 1,01,65,200 shares i.e. 41.10%.

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,

The Members,

Global Offshore Services Limited

We have examined the compliance of the conditions of Corporate Governance by Global Offshore Services Ltd. (the Company) for the year ended 31st March, 2014 with the relevant Records and Documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company to ensure the compliance of the conditions of Corporate Governance. It is neither an Audit nor expression of opinion on the financial statement of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated Clause 49 of the Listing Agreement(s) with the Stock Exchange(s) have been complied with in all material respects by the Company.

Based on the certificate received from share transfer agent of the Company and the minutes of share transfer and shareholders grievance committee, we hereby state that no investor grievance is pending for the period exceeding one month.

For **RAMAN S. SHAH & ASSOCIATES**

Chartered Accountants

Santosh A. Sankhe

Partner

M.No.100976

Place : Mumbai

Date : 29.05.2014

AUDITORS' REPORT

To,
The Members,

Global Offshore Services Limited

We have audited the attached Balance Sheet of GLOBAL OFFSHORE SERVICES LIMITED as at 31st March, 2014 and also the Profit and Loss Account for the year ended on that date and Cash Flow statement annexed thereto. The Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that :

- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account ;
- d) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e) On the basis of written representations received from the directors, as on 31st March, 2014, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014; and
 - (ii) in the case of the Profit and Loss Account, of the "profit" of the Company for the year ended on that date;
 - (iii) in the case of Cash Flow statement, of the cash flows of the Company for the year ended on that date.

For **RAMAN S. SHAH & ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Registration No. 119891W

Santosh A. Sankhe
(Partner)
M. No. 100976

Place : Mumbai
Date : 29th May, 2014

ANNEXURE TO AUDITORS' REPORT

{ Referred to in paragraph of our report of the even date }

The Annexure referred to in our report to the members of **Global Offshore Services Limited** ("the Company") for the year ended 31 March 2014. We report that :

- 1 (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.
(b) According to the information and explanations given to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner which, in our opinion, is reasonable, having regard to the size of the Company and nature of the assets. No material discrepancies were noticed on such verification.
- 2 (a) As explained to us, the inventories have been physically verified by the management at reasonable intervals during the period. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its business.

- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of the business.
- (c) The Company has maintained proper records of inventory and there were no material discrepancies noticed on physical verification of stocks.
- 3 (a) We are informed that the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- (b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- 4 In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regards to purchase of inventory and fixed assets and for rendering of services. During the course of our audit, no major weaknesses in internal control system has been noticed.
- 5 (a) In our opinion and according to the information and explanations given to us, the transactions that need to be entered in the register maintained under section 301 of the Companies Act, 1956, have been so entered.
- (b) According to the information and explanations given to us, the transactions made during the year in pursuance of contracts or arrangement entered in the register maintained under section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time, in the opinion of the management.
- 6 The Company has not accepted any deposits from the public. Hence the requirement of clause (vi) of paragraph 4 of the order is not applicable to the Company.
- 7 In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- 8 As informed to us, the maintenance of cost records have not been prescribed by the central government under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956.
- 9 (a) According to the records of the Company, the Company is regular in depositing with appropriate authorities, any undisputed statutory dues including Provident Fund, Investors Education and Protection Fund, Employees' State Insurance Scheme, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise duty, Cess and other statutory dues applicable to it.
- (b) According to the records of the Company, there is no disputed dues pending in any forum in india for any disputed amount of Income Tax, Sales tax, Wealth-tax, Service tax, Custom duty, Excise duty, Cess etc.
- 10 There is no accumulated loss, nor has the Company incurred any cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- 11 The Company has regularly repaid all dues to banks.
- 12 In our opinion and according to the information and explanation given to us, no loan and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- 13 The Company is not a Chit fund, Nidhi or Mutual Benefit Society. Hence the requirement of item (xiii) of paragraph 4 of the Order is not applicable to the Company.
- 14 Proper records have been maintained of the transactions and contracts of dealing or trading in shares, securities, debentures and other investments. Timely entries have also been made therein. The shares, securities, debentures and other investments have been held by the Company in its own name.
- 15 According to the information and explanations given to us the Company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prima facie prejudicial to the interest of the Company.
- 16 The term loans raised by the Company during the year have been applied for the purpose for which they were obtained.
- 17 On the basis of an overall examination of the balance sheet and cash flows of the Company and the information and explanation given to us, we report that the Company has not utilised any funds raised on short- term basis for long-term investments.
- 18 The Company has not allotted shares under preferential allotment to parties and Companies covered in the Register maintained under section 301 of the Act.
- 19 The Company has not issued any secured debentures. Hence the requirements of clause (xix) of paragraph 4 of the Order is not applicable to the Company.
- 20 The Company has not raised any money by way of public issue during the year.
- 21 In our opinion and according to the information and explanation given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For RAMAN S. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 119891W

Santosh A. Sankhe
(Partner)

M. No. 100976

Place : Mumbai
Date : 29th May, 2014

Balance Sheet as at 31st March, 2014

	Note	As at 31st March, 2014 Rs. In Lacs	As at 31st March, 2013 Rs. In Lacs
I. EQUITY & LIABILITIES			
Shareholders Funds			
Share Capital	2	2,472.88	2,472.88
Reserves & Surplus	3	31,851.02	32,221.55
		34,323.90	34,694.43
Non- Current Liabilities			
Long Term Borrowings	4	24,120.28	25,810.72
Long Term Provisions	5	21.27	33.24
		24,141.55	25,843.96
Current Liabilities			
Short Term Borrowings	6	3,778.06	3,000.59
Trade Payables	7	947.84	614.62
Other Current Liabilities (including loan repayments within 1 year)	8	6,352.16	6,308.16
Short Term Provisions	9	1,357.77	1,622.92
		12,435.83	11,546.29
TOTAL :		70,901.28	72,084.68
II. ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	10	43,581.01	50,179.70
Tangible Assets(Capital-work in progress)		-	235.80
Intangible Assets	10	6.13	8.86
		43,587.14	50,424.36
Non-Current Investments	11	15,587.64	11,189.19
Long-term Loans and Advances		-	575.98
Current Assets			
Inventories	12	2,513.20	2,280.28
Trade Receivables	13	4,932.44	3,627.07
Cash and Bank Balances	14	323.69	1,040.09
Short Term Loans & Advances	15	3,951.75	2,941.03
Other Current Assets	16	5.42	6.68
		11,726.50	9,895.15
TOTAL :		70,901.28	72,084.68

See accompanying notes forming part of the financial statements 1 to 23

 As per our report of even date attached
For RAMAN S. SHAH & ASSOCIATES
 Chartered Accountants - Firm Reg. No. 119891W

For and on behalf of the Board

 Santosh A. Sankhe
 Partner
 Membership No. 100976

 Ashok Garware
 Executive Chairman

 Aditya Garware
 Vice Chairman &
 Managing Director

 A. K. Thanavala
 Director

 P. S. Shah
 GM - Finance & Accounts

 S. P. Akolkar
 President - Finance

 A. C. Chandarana
 Company Secretary

 Place : Mumbai
 Date : 29th May,2014

 Place : Mumbai
 Date : 29th May,2014

Profit & Loss Statement for the year ended 31st March, 2014

	Note	Year Ended 31st March, 2014 Rs. In Lacs	Year Ended 31st March, 2013 Rs. In Lacs
INCOME :			
I. Revenue from operations			
Charter Hire	17	12,221.66	12,735.92
Other Operating Revenue		-	3,855.73
		<u>12,221.66</u>	<u>16,591.65</u>
II. Other Income			
	18	365.12	309.60
TOTAL REVENUE : (I)		<u><u>12,586.78</u></u>	<u><u>16,901.25</u></u>
EXPENSES :			
Fleet Operating Expenses	19	2,329.22	1,933.37
Employee Benefit Expenses	20	2,873.11	2,940.29
Finance Costs	21	1,557.90	2,123.62
Depreciation and Amortisation Expenses		2,273.99	2,314.67
Other Expenses	22	1,186.29	1,733.81
TOTAL EXPENSES : (II)		<u><u>10,220.51</u></u>	<u><u>11,045.76</u></u>
Profit Before Tax (I - II)		<u><u>2,366.27</u></u>	<u><u>5,855.49</u></u>
Less : Tax Expense			
Current Tax		75.00	835.00
Tax of Earlier Years		<u>(5.32)</u>	<u>6.29</u>
		<u><u>69.68</u></u>	<u><u>841.29</u></u>
Profit for the Year		<u><u>2,296.59</u></u>	<u><u>5,014.20</u></u>
Earning Per Equity Share :			
	23(E)		
Basic Earning Per Share		9.46	20.65
Diluted Earning Per Share		9.46	20.65

See accompanying notes forming part of the financial statements 1 to 23

As per our report of even date attached
For RAMAN S. SHAH & ASSOCIATES
Chartered Accountants - Firm Reg. No. 119891W

Santosh A. Sankhe
Partner
Membership No. 100976

For and on behalf of the Board

Ashok Garware
Executive Chairman

Aditya Garware
Vice Chairman &
Managing Director

A. K. Thanavala
Director

P. S. Shah
GM - Finance & Accounts

S. P. Akolkar
President - Finance

A. C. Chandarana
Company Secretary

Place : Mumbai
Date : 29th May,2014

Place : Mumbai
Date : 29th May,2014

Cash Flow Statement for the year ended 31st March, 2014

PARTICULARS	Year Ended 31st March, 2014 (Rs. in Lacs)	Year Ended 31st March, 2013 (Rs. in Lacs)
A. Cash Flow arising from Operating Activities :		
Net profit before tax and extraordinary items	2,366.27	5,855.49
Add/(Less) :		
a) Depreciation charges (Net)	2,273.99	2,314.67
b) Interest charges	1,557.90	2,123.62
c) Interest Income	(192.03)	(307.98)
d) (Profit) / Loss on sale of Asset (net)	(11.09)	(3,857.36)
e) Loss on sale of investment	6.01	-
f) Taxes Paid	(557.81)	(333.27)
Operating Profit before working capital changes	5,443.24	5,795.17
Less :		
a) Increase /(Decrease) in Operational Liabilities	432.40	(1,233.39)
b) (Increase)/Decrease in Operational Assets	(673.29)	(211.93)
Net cashflow from operating Activity (A)	5,202.35	4,349.85
B. Cash Flow arising from Investing Activities :		
(i) Outflow on account of investing activity		
a) Acquisition of fixed assets (Net)	-	-
b) Loan to wholly owned subsidiary	(829.47)	(139.94)
c) Money Invested in Securities	(4,404.46)	(942.20)
(ii) Inflow on account of investing activity		
a) Sale of Fixed assets (Net)	4,574.32	4,402.13
b) Interest Income	190.19	250.48
Net cashflow from investing Activity (B)	4,764.51	4,652.61
C. Cash Flow arising from Finance Activities :		
(i) Inflow on account of Financing activity		
Shares & Warrants Issued at premium	-	142.37
(ii) Outflow on account of Financing activity		
a) Dividend Paid	(592.31)	(326.94)
b) Interest on loan paid during the year	(1,612.13)	(2,175.66)
c) Loans Repaid (net of receipts)	(4,022.36)	(4,473.69)
d) Short term borrowings	777.47	(732.84)
Net cashflow from financing Activity (C)	(5,449.33)	(7,566.76)
Net increase in cash / cash equivalent [A + B + C]	(716.40)	353.56
Add : Cash / Cash equivalents at the beginning of the year	1,040.09	686.53
Cash / Cash equivalents at the end of the year	323.69	1,040.09
Notes to cash flow statement :		
(1) Method of preparation of cash flow statement :		
Cash flow statement has been prepared under Indirect method as set out in the Accounting Standard 3 on Cash Flow Statement, issued by the Institute of Chartered Accountants of India.		
(2) Components of cash flow :		
Cash and Cash Equivalents	125.35	832.14
Other Bank Balances	198.34	207.95
	323.69	1040.09

As per our report of even date attached
For RAMAN S. SHAH & ASSOCIATES
 Chartered Accountants - Firm Reg. No. 119891W
 Santosh A. Sankhe
 Partner
 Membership No. 100976

For and on behalf of the Board

Ashok Garware
 Executive Chairman

Aditya Garware
 Vice Chairman & Managing
 Director

A. K. Thanavala
 Director

P. S. Shah
 GM - Finance & Accounts

S. P. Akolkar
 President - Finance

A. C. Chandarana
 Company Secretary

Place : Mumbai
 Date : 29th May, 2014

Place : Mumbai
 Date : 29th May, 2014

To,
 The Board Of Directors,
GLOBAL OFFSHORE SERVICES LIMITED,
 Mumbai.

We have examined the attached cash flow statement of GLOBAL OFFSHORE SERVICES LIMITED for the year ended 31st March, 2014. The statement has been prepared by the Company in accordance with the requirement of clause 32 of the listing agreement with the stock exchange and is based on and in agreement with corresponding profit and loss account and balance sheet of the Company covered by our report of the even date, to the members of the Company.

As per our report of even date attached
For RAMAN S. SHAH & ASSOCIATES
 CHARTERED ACCOUNTANTS
 Firm Registration No. 119891W
 Santosh A. Sankhe
 (Partner)
 M. No. 100976

Place : Mumbai
 Date : 29th May, 2014

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 1

Significant Accounting Policies

I. Accounting Convention :

The financial statements are prepared under the historical cost convention and as a going concern, in accordance with, generally accepted accounting principles in India, the Accounting Standards issued by The Institute of Chartered Accountants of India and provisions of the Companies Act, 1956.

II. Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities as of the date of financial statements and reported amounts of income and expenses during the period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from the estimates.

III. Fixed Assets :

Fixed assets are stated at cost less accumulated depreciation. Cost includes expenses related to acquisition and financing costs on borrowings during construction period. Further, additions or extensions of a capital nature are added to the cost of vessel as and when incurred.

IV. Depreciation of Assets :

(a) On fleet :

Depreciation has been arrived at on straight line method at the rate arrived at so as to provide 95% of the total cost of each vessel over its balance economic useful life. For this purpose the economic useful life of vessels is estimated as 29 / 30 years.

Any additions or extensions to existing vessels which forms an integral part of the vessels is depreciated by 95% over the remaining useful life of the vessels, in accordance with the requirement of para. 24 of Accounting Standard 6 (Revised) - Depreciation Accounting, issued by The Institute of Chartered Accountants of India.

(b) On Motor Vehicles :

Depreciation is arrived at on straight line method at 25% p.a. of the cost, based on the estimated useful life of 4 (four) years for the motor vehicles.

(c) On Other Assets :

Depreciation on assets acquired upto 31st December, 2003 is charged in the accounts on the Written Down Value method at the rates prescribed under Schedule XIV of the Companies Act, 1956.

Depreciation on assets acquired from 1st January, 2004 is charged in the accounts on the Straight Line method at the rates prescribed under Schedule XIV of the Companies Act, 1956.

V. Accounting for Investments :

Long term investments are valued at cost.

VI. Valuation of Inventories :

(a) The Stock of stores and spares including on board the ships is valued at cost. (FIFO Basis)

(b) The Stock of fuel, lubes and diesel oil owned by the Company is valued at cost. (FIFO Basis)

VII. Revenue Recognition :

Time Charter earnings are recognized on accrual basis.

VIII. Operating Expenses :

Expenses charged to Profit and Loss account are recognised on accrual basis.

IX. Employee Benefits :

Defined Contribution Plan

Employee benefits in the form of Provident Fund which is a defined contribution scheme, is charged to the Profit and Loss account during the year when the contribution accrues.

Defined Benefit Plan

The liability for gratuity, a defined benefit obligation, is accrued and provided for on the basis of actuarial valuation, using the projected unit credit method as at the Balance Sheet date.

Notes on Financial Statements for the Year ended 31st March, 2014

Other Long Term Benefits

Long term compensated absences are provided on the basis of estimates for due period upto the Balance Sheet date.

Actuarial gains and losses comprising of experience adjustments and the effects of changes in actuarial assumptions are recognised in the Profit and Loss account for the year as income or expense.

X. Foreign Exchange Transaction :

- (a) Transactions in foreign currency are recorded at the standard exchange rates determined monthly. Monetary assets and liabilities denominated in foreign currency, remaining unsettled at the period end are re-stated at closing rates. The difference in translation of monetary assets and liabilities and realised gains and losses on foreign currency transactions (including those relating to acquisition of depreciable assets) is recognised in the Profit and Loss Account.
- (b) Forward exchange contracts entered into to hedge foreign currency risks of firm commitments or highly probable forecast transactions, forward rate options, currency and interest rate swaps and commodity future contracts, that qualify as cash flow hedges are recorded in accordance with the principles of hedge accounting enunciated in Accounting Standard (AS) 30 - Financial Instruments: Recognition and Measurement. The gain or loss on designated hedge instruments that qualify as effective hedges is recorded in the Hedging Reserve Account and is recognised in the statement of Profit and Loss in the same period or periods during which the hedged transaction affects Profit and Loss.

Gains or losses on the ineffective transactions are immediately recognised in the Profit and Loss Account. When a forecasted transaction is no longer expected to occur the gains and losses that were previously recognised in the Hedge Reserve are transferred to the statement of Profit and Loss immediately.

Accordingly the Company has designated borrowings in foreign currency (relating to acquisition of depreciable assets) as hedge instruments to cover its foreign currency risks of its firm commitments and highly probable forecast transactions of revenue streams and the same are accounted as cash flow hedge.

XI. Borrowing Cost :

Borrowing costs directly attributable to borrowed funds raised to meet any financial obligation on account of acquisition or other value added cost of any qualifying assets (Fixed Assets) incurred uptill the date of cessation of substantial activities necessary to prepare the qualifying asset for its intended use, is capitalised.

XII. Provisions & Contingent Liabilities :

- (a) Provisions are recognised in the accounts for present probable obligations arising out of past events that require outflow of resources, the amount of which can be reliably estimated.
- (b) Contingent liabilities are disclosed in respect of possible obligation that arise from past events but their existence is confirmed by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, unless the likelihood of an outflow of resources is remote.
- (c) Contingent assets are not recognised in the accounts, unless there is virtual certainty as to its realisation.

XIII. Provision for Taxation :

Provision of current income-tax is made on the basis of the assessable income under the income tax Act, 1961. Income from shipping activities is assessed on the basis of deemed tonnage income of the Company.

Minimum Alternative Tax (MAT) Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

XIV. Prior Period Items/ Extra Ordinary Items :

Prior period items & extra ordinary items, if any, are disclosed separately in the notes to accounts.

XV. Impairment of Assets :

The Company reviews the carrying values of tangible assets for any possible impairment at each Balance Sheet date. Impairment loss, if any, is recognised in the year in which impairment takes place.

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 2 Share Capital	As At 31st March, 2014		As At 31st March, 2013	
	Number	Rs. In Lacs	Number	Rs. In Lacs
A Authorised Capital :				
Equity Share Capital :				
Equity Shares of Rs. 10/- each	3,20,00,000	3,200.00	3,20,00,000	3,200.00
Preference Share Capital :				
Cummulative Redeemable Preference Shares of Rs. 100/- each	1,50,000	150.00	1,50,000	150.00
Cummulative Convertible Preference Shares of Rs. 100/- each	1,50,000	150.00	1,50,000	150.00
Total	3,23,00,000	3,500.00	3,23,00,000	3,500.00
B Issued, Subscribed & Paid Up Capital :				
Equity Share Capital :				
Equity Shares of Rs. 10/- each, fully paid up	2,47,28,793	2,472.88	2,47,28,793	2,472.88
Total	2,47,28,793	2,472.88	2,47,28,793	2,472.88

a) Reconciliation of Equity Shares Outstanding

Particulars	Current Year		Previous Year	
	Number	Rs. In Lacs	Number	Rs. In Lacs
Shares outstanding at 1st April	2,47,28,793	2,472.88	2,44,87,093	2,448.71
Shares Issued during the year	-	-	2,41,700	24.17
Shares outstanding at 31st March	2,47,28,793	2,472.88	2,47,28,793	2,472.88

b) Details of shareholders holding more than 5% shares

Name of Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
India Star (Mauritius) Ltd.	72,60,928	29.36%	72,60,928	29.36%
Garware Marine Industries Ltd.	14,85,760	6.01%	14,85,760	6.01%
Universal Investments Services Pvt Ltd.	13,90,720	5.63%	13,88,720	5.62%
Ronder Overseas Ltd.	12,86,250	5.20%	12,86,250	5.20%
Clearwell Enterprises Ltd.	12,78,250	5.17%	12,78,250	5.17%
Total	1,27,01,908	51.37%	1,26,99,908	51.36%

Note : 3 Reserves & Surplus	As At 31st March, 2014		As At 31st March, 2013	
	Rs. In Lacs		Rs. In Lacs	
A Securities Premium Account				
As per last balance sheet	8,659.78		8,391.49	
Add : On Account of fresh issue	-	8,659.78	268.29	8,659.78
B Tonnage Tax Reserves U/s. 115VT of Income Tax Act				
As per last balance sheet	4,560.00		3,510.00	
(Add) : Transfer from Profit & Loss A/c	475.00	5,035.00	1,050.00	4,560.00
C Tonnage Tax Reserve (Utilised)				
As per last balance sheet		1,772.00		1,772.00
D General Reserves				
As per last balance sheet	7,715.09		7,165.09	
(Add) : Transfer from Profit & Loss A/c	475.00	8,190.09	550.00	7,715.09
E Foreign Exchange Hedge Reserve				
As per last balance sheet	(3,105.24)		(5,295.11)	
(Add) : Created During the Year	(2,319.94)	(5,425.18)	2,189.87	(3,105.24)

Notes on Financial Statements for the Year ended 31st March, 2014

Particulars	As At 31st March, 2014 Rs. In Lacs	As At 31st March, 2013 Rs. In Lacs
F Profit & Loss Account		
As per last balance sheet	12,619.92	9,900.07
Add : Profit for the year	2,296.59	5,014.20
	<u>14,916.51</u>	<u>14,914.27</u>
Less : Appropriations		
Transfer to Tonnage Tax Reserve	475.00	1,050.00
Transfer to General Reserve	475.00	550.00
Interim Dividend	-	395.66
Tax on Interim Dividend	-	67.24
Proposed Dividend	296.75	197.83
Tax on Proposed Dividend	50.43	33.62
	<u>1,297.18</u>	<u>2,294.35</u>
Total	<u><u>13,619.33</u></u>	<u><u>12,619.92</u></u>
	<u><u>31,851.02</u></u>	<u><u>32,221.55</u></u>

Note : 4 Long Term Borrowings	As At 31st March, 2014 Rs. In Lacs	As At 31st March, 2013 Rs. In Lacs
Secured Loans from Banks		
Foreign Currency Loans for Acquisition of Vessels	21,288.89	23,360.80
Other Foreign Currency Term Loans	2,753.45	2,346.44
Rupee Term Loans	-	28.83
Car Finance Rupee Loans	77.94	74.65
Total	<u><u>24,120.28</u></u>	<u><u>25,810.72</u></u>

Security:
4.1 Term loans for acquisition of vessels

Five term loans are secured by way of first charge on the respective vessels (3 AHTSVs and 2 PSVs).

Security:
4.2 Other Term Loans
1. Foreign Currency Loans :

- One Corporate loan is secured by way of extension of first charge on a Platform Supply Vessel owned by the Company.
- One Corporate loan is secured by way of receivables from the operations of one Anchor Handling Tug cum Supply Vessel and by extension of first charge on Company's office premises.
- One Corporate loan is secured by way of first charge on a Anchor Handling Tug cum Supply Vessel and by a second charge on Company's office premises.

2. Rupee Loans :

A term loan for the acquisition of the Company's office premises is secured by way of first charge of the said premises.

Security:
4.3 Car Finance Loans

Car loans availed from banks are secured against respective motor cars against which the finances are availed.

4.4 Maturity profile of Secured Loans (including current maturities) are as set out below :

Particulars	Rs. In Lacs			
	within 1 year	1-2 years	2-3 years	Beyond 3 years
Foreign Currency Loans for Acquisition of Vessels	4,567.80	4,567.80	7,908.18	8,812.78
Other Foreign Currency Term Loans	903.81	863.81	423.97	1,465.81
Rupee Term Loans	28.80	-	-	-
Car Finance Rupee Loans	37.98	42.74	21.76	13.43

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 5	As At 31st March, 2014	As At 31st March, 2013
Long Term Provisions	Rs. In Lacs	Rs. In Lacs
Provision for employee benefits Retirement and Other Benefits	21.27	33.24
Total	21.27	33.24

Note : 6	As At 31st March, 2014	As At 31st March, 2013
Short Term Borrowings	Rs. In Lacs	Rs. In Lacs
Secured Working Capital Facility From Banks		
Foreign Currency	2,890.80	2,620.63
Rupee	887.26	379.96
Total	3,778.06	3,000.59

- 6.1 Working Capital Facility from United Bank of India is secured by hypothecation of Book Debts and Tangible Assets such as stocks, stores and spares on board the vessel.
- 6.2 Working Capital Facility from State Bank of Travancore is secured by pari passu first charge on all current assets including stores, spares and book debts (excluding receivables upto US\$ 30,000 from one of the Company's Anchor Handling Tug cum Supply Vessel).

Note : 7	As At 31st March, 2014	As At 31st March, 2013
Trade Payables	Rs. In Lacs	Rs. In Lacs
Micro, Small and Medium Enterprises	-	-
Others	947.84	614.62
Total	947.84	614.62

- 7.1 As per the information available with the Company, there are no Micro and Medium Enterprises, as defined in the Micro, small, Medium Enterprise Development Act, 2006 to whom the Company owes on account of principal amount together with the interest and accordingly no additional disclosures have been made.

Note : 8	As At 31st March, 2014	As At 31st March, 2013
Other Current Liabilities	Rs. In Lacs	Rs. In Lacs
Current Maturities of Long Term Debts (refer note no.4.4)	5,538.39	5,524.89
Interest Accrued and due on Borrowings (Amount Funded)	40.52	94.13
Interest Accrued but not due on Borrowings	9.58	10.19
Unclaimed Dividends (To be credited to the Investor Education & Protection Fund as and when due)	75.95	74.77
Duties and Taxes Payable	140.08	80.61
Other Payables	547.64	523.57
Total	6,352.16	6,308.16

Note : 9	As At 31st March, 2014	As At 31st March, 2013
Short Term Provisions	Rs. In Lacs	Rs. In Lacs
Retirement and Other Benefits	54.19	52.06
Proposed Dividend	296.75	197.83
Tax on Proposed Dividend	50.43	33.62
Interim Dividend	-	395.66
Tax on Interim Dividend	-	67.24
Provision for Taxation	956.40	876.51
Total	1,357.77	1,622.92

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 10 Fixed Assets

Particulars	Tangible Assets							Intangible Assets		
	Fleet	Office Premises	Furniture & Fixtures	Office Equipment	Motor Vehicles	Computers	Total	Previous Year	Software	Previous Year
GROSS BLOCK										
As at 1 April, 2013	59,423.74	1,343.46	125.97	41.89	294.04	56.34	61,285.44	64,071.67	16.85	15.42
Additions during the year	2,033.31	14.77	-	-	68.21	2.29	2,118.58	10,584.51	-	1.43
Deductions	(6,415.66)	-	-	-	(132.20)	(0.55)	(6,548.41)	(13,370.74)	-	-
As at 31 March, 2014	55,041.39	1,358.23	125.97	41.89	230.05	58.08	56,855.61	61,285.44	16.85	16.85
ACCUMULATED DEPRECIATION										
As at 1 April, 2013	10,798.53	70.42	30.67	22.83	129.77	53.51	11,105.74	10,221.85	7.99	5.46
Charges for the year	2,174.08	22.02	7.97	1.99	61.34	3.85	2,271.26	2,312.13	2.73	2.53
Deductions	(2.67)	-	-	-	(99.68)	(0.05)	(102.40)	(1,428.24)	-	-
As at 31 March, 2014	12,969.94	92.44	38.65	24.82	91.44	57.31	13,274.60	11,105.74	10.72	7.99
NET BLOCK										
As at 31 March, 2014	42,071.45	1,265.79	87.32	17.07	138.61	0.77	43,581.01	50,179.70	6.13	8.86
As at 31 March, 2013	48,625.21	1,273.04	95.30	19.07	164.26	2.82	50,179.70		8.86	

Note : 11 Investments

Long Term - Non Trade (Valued at cost and fully paid up)

Equity Shares :

A Quoted

Garware Marine Industries Limited

(1,29,330 Equity Shares of Rs. 10/- each)

(Market Value Rs. 16.20 lacs,

Previous Year Rs. 9.72 lacs)

37.68

37.68

B Unquoted

(a) Wholly Owned Subsidiary

Garware Offshore International Services Pte Limited

(48,70,001 Equity Shares of US\$ 1 each; Previous Year

48,70,001 Equity Share of US\$ 1 each)

2,273.58

2,273.58

(b) Subsidiary Company

Global Offshore Services B. V.

(1,59,25,062 Equity Shares of EURO 1 each; Previous

Year 1,24,06,275 Equity Share of EURO 1 each)

13,216.08

7,936.45

Share Application Money

60.30

935.47

(c) Others

Garware Nylons Limited

(35,050 Equity Shares of Rs. 10/- each)

(refer note no. 23 (I))

-

6.01

Total

15,587.64

11,189.19

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 12	As At 31st March, 2014	As At 31st March, 2013
Inventories	Rs. In Lacs	Rs. In Lacs
Stock of Stores, Spares & Consumables (At Cost)	2,513.20	2,280.28
Total	2,513.20	2,280.28
Note : 13	As At 31st March, 2014	As At 31st March, 2013
Trade Receivables (Unsecured and Considered good)	Rs. In Lacs	Rs. In Lacs
Debts outstanding for more than six months	820.46	48.63
Other Debts	4,111.98	3,578.44
Total	4,932.44	3,627.07
Note : 14	As At 31st March, 2014	As At 31st March, 2013
Cash and Bank Balances	Rs. In Lacs	Rs. In Lacs
Cash and Cash Equivalents		
(a) Current Accounts	121.15	816.20
(b) Cash On Hand	4.20	15.94
	125.35	832.14
Other Bank Balances		
(a) Unpaid Dividend Accounts	75.95	74.77
(b) Margin Money	122.39	133.18
	198.34	207.95
Total	323.69	1,040.09
Note : 15	As At 31st March, 2014	As At 31st March, 2013
Short Term Loans & Advances	Rs. In Lacs	Rs. In Lacs
(Unsecured and Considered Good)		
Advances recoverable in cash or kind or for the value to be received	484.43	759.53
Advance Income Tax	1,399.50	932.32
Loan to Subsidiaries	2,009.03	1,179.56
Deposits	27.49	37.94
Balance with customs, port trust, other government authorities & courts of law	31.30	31.68
Total	3,951.75	2,941.03
Note : 16	As At 31st March, 2014	As At 31st March, 2013
Other Current Assets	Rs. In Lacs	Rs. In Lacs
Interest accrued on loans and deposits	5.42	3.59
Income receivable	-	3.09
Total	5.42	6.68
Note : 17	For the Year Ended	For the Year Ended
Charter Hire	31st March, 2014	31st March, 2013
	Rs. In Lacs	Rs. In Lacs
Gross Charter Hire	13,122.69	13,886.37
Less : Service Tax	901.03	1,150.45
Total	12,221.66	12,735.92

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 18 Other Income	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Interest Income (Gross)	192.03	307.98
(Tax Deducted at source Rs.8.12 lacs, Previous Year Rs.20.95 lacs)		
Other Income	162.00	-
Profit on sale of Assets	11.09	1.62
Total	365.12	309.60

Note : 19 Fleet Operating Expenses	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Travelling Expenses	75.52	65.49
Fuel, Oil & Water	649.53	133.40
Port & Canal dues	37.16	12.43
Repairs	181.60	207.00
Stores & Victualling	270.43	385.64
Insurance Charges & Protecting Club Fees	269.53	224.25
Telecommunication Charges	139.89	114.47
Charter Hire Charges	-	325.54
Professional Fees	62.81	70.95
Brokerage & Commission	187.32	132.77
Sundry Operating expenses	455.43	261.43
Total	2,329.22	1,933.37

Note : 20 Employee Benefits Expense	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Floating Staff :		
Salaries, Allowances & Compensation	222.54	270.22
Contractual Payments	1,734.14	1,696.17
Contribution to Provident & Other Funds	22.80	6.87
	1,979.48	1,973.26
Shore Staff :		
Salaries, Allowances, Bonus & Commission	829.97	862.18
Contribution to Provident & Other Funds	46.92	48.09
Gratuity Fund Contribution	(6.30)	31.08
Staff welfare expenses	23.04	25.67
	893.63	967.03
Total	2,873.11	2,940.29

Note : 21 Finance Cost	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Interest Expenses	1,556.52	2,120.91
Finance Charges	1.38	2.71
Total	1,557.90	2,123.62

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 22 Other Expenses	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Rent	10.98	8.39
Travelling Expenses	101.54	230.07
Auditors' Remuneration	13.30	13.69
Telephone charges	28.58	33.79
Professional fees	113.34	101.72
Bank Charges	25.35	225.05
Directors' fees	4.95	7.60
Insurance Charges	6.36	9.36
Rates & Taxes	4.69	10.64
Repairs - Office	8.49	15.72
Miscellaneous Expenses	262.89	239.92
Loss on foreign currency transactions and translations	605.82	837.86
Total	1,186.29	1,733.81

Note : 23 Additional Information to financial statements	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
A. Payments to Auditor		
For Statutory Audit	12.50	12.92
For Taxation Matters	0.65	0.62
Reimbursement of Expenses	0.15	0.15
Total	13.30	13.69

B. Information Pursuant to Para 5 of Part - II of Revised Schedule VI of the Companies Act, 1956 :

Particulars	For the Year Ended 31st March, 2014 Rs. In Lacs		For the Year Ended 31st March, 2013 Rs. In Lacs	
(a) Value of imports calculated on C.I.F. basis :				
Raw Material	N.A.		N.A.	
Components & Spare Parts	478.51		438.88	
(b) Expenditure in foreign currency :				
Professional and Consultancy Fees	58.27		81.18	
Interest Charges	1,470.68		2,010.02	
Other Matters	2,126.18		1,641.13	
(c) Value of the imported and indigenous Raw Materials, Stores and Spares consumed and percentage of each to the total consumption :				
Particulars	%(2013-14)	%(2012-13)	2013-14	2012-13
Raw Material :				
Imported Goods	N.A.	N.A.	N.A.	N.A.
Indegenous Goods	N.A.	N.A.	N.A.	N.A.
Stores, Spares & Consumables :				
Imported Goods	56.35%	60.08%	79.72	159.04
Indegenous Goods	43.65%	39.92%	61.75	105.67
	100.00%	100.00%	141.47	264.71

Notes on Financial Statements for the Year ended 31st March, 2014

Particulars	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
(d) Amount remitted during the year in foreign currencies on account of dividends :	Nil	Nil
(e) Earnings in foreign exchange classified under the following heads :		
Interest Income	107.35	86.93
Charter Hire Income (Gross)	12,221.66	12,493.84
Total	12,329.01	12,580.77

C. Related Party Disclosure

 a) Subsidiary Companies

Garware Offshore International Services Pte. Ltd., Singapore (Wholly Owned Subsidiary)

Global Offshore Services B.V., Netherlands (Subsidiary)

Other related parties with whom transactions have taken place during the year.

Key Management Personnel

Ashok B. Garware - Executive Chairman

Aditya A. Garware - Vice Chairman and Managing Director

b) Transactions with related parties for the year ended 31st March, 2014 :

Nature of Transactions	Subsidiary Companies	Key Managerial Personnel	Other Related Parties	TOTAL
(1) Charter Hire Income :				
Global Offshore Services B.V.	3,894.16	-	-	3,894.16
(2) Reimbursement of expenses (Net):				
Garware Offshore International Services Pte Ltd.	29.41	-	-	29.41
Global Offshore Services B.V.	792.69	-	-	792.69
(3) Interest Income				
Garware Offshore International Services Pte Ltd.	39.95	-	-	39.95
Global Offshore Services B.V.	67.40	-	-	67.40
(4) Loan given /(Repayment)				
Garware Offshore International Services Pte Ltd.	917.05	-	-	917.05
Global Offshore Services B.V.	(256.04)	-	-	(256.04)
(5) Remuneration				
Ashok B. Garware	-	101.99	-	101.99
Aditya A. Garware	-	137.48	-	137.48
Total	5,484.62	239.47	-	5,724.09

Notes on Financial Statements for the Year ended 31st March, 2014

Outstandings as at 31st March, 2014.

Nature of Transactions	Subsidiary Companies	Key Managerial Personnel	Other Related Parties	TOTAL
(1) Charter Hire Income Global Offshore Services B.V.	1,913.39	-	-	1,913.39
(2) Reimbursement of expenses (Net) Garware Offshore International Services Pte Ltd.	207.65	-	-	207.65
Global Offshore Services B.V.	366.24	-	-	366.24
(3) Interest Income Garware Offshore International Services Pte Ltd.	38.61	-	-	38.61
Global Offshore Services B.V.	148.46	-	-	148.46
(4) Loan given Garware Offshore International Services Pte Ltd.	948.27	-	-	948.27
Global Offshore Services B.V.	1,061.35	-	-	1,061.35
(5) Remuneration Ashok B. Garware	-	9.07	-	9.07
Aditya A. Garware	-	11.33	-	11.33
Total	4,683.97	20.40	-	4,704.37

D. Disclosure pursuant to Accounting Standard (AS) 15 (Revised) - "Employee Benefits"

A) Defined Contribution Plans :

The Company has recognised the following amounts in the Profit and Loss account for the year :

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Contribution to Employees Provident Fund	42.66	43.68
Contribution to Seamen's Provident Fund	5.40	6.18
Total	48.06	49.86

B) Defined Benefit Plans :

Valuations in respect of Gratuity liability have been carried out by an independent actuary, as at the Balance Sheet date on Projected Unit Credit method, based on the following assumptions :

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Gratuity		
Actuarial Assumption for the year		
a) Discount Rate (p.a.)	8.00%	8.00%
b) Rate of Return on Plan Assets	8.70%	8.70%
c) Salary Escalation rate	5.00%	5.00%
d) Attrition rate	2.00%	2.00%

(i) Change in Benefit Obligation

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Gratuity		
Liability at the beginning of the year	136.92	109.57
Interest Cost	10.95	9.59
Current Service Cost	11.59	13.85
Past Service Cost	-	-
Benefit Paid	(27.86)	(9.44)
Actuarial (gain)/loss on obligations	(22.38)	13.35
Liability at the end of the year	109.22	136.92

Notes on Financial Statements for the Year ended 31st March, 2014

(ii) Fair value of Plan Assets :

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Gratuity		
Fair Value of Plan Assets at the beginning of the year	68.39	62.68
Expected Return on Plan Assets	5.95	5.39
Employer's contribution	11.66	9.44
Benefits Paid	(27.86)	(9.44)
Actuarial gain/(loss) on Plan Assets	0.51	0.32
Fair value of Plan Assets at the end of the year	58.65	68.39

(iii) Actual Return on Plan Assets:

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Gratuity		
Expected Return on Plan Assets	5.95	5.39
Actuarial gain/(loss) on Plan Assets	0.51	0.32
Actual Return on Plan Assets	6.46	5.71

(iv) Amount Recognised in the Balance Sheet :

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Gratuity		
Liability at the end of the year	109.22	136.92
Fair Value of Plan Assets at the end of the year	58.65	68.39
Amount Recognised in Balance sheet	50.57	68.53

(v) Expenses recognised in the Profit & Loss Account :

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Gratuity		
Current Service Cost	11.59	13.85
Interest Cost	10.95	9.59
Expected Return on Plan Assets	(5.95)	(5.39)
Net Actuarial (gain) / loss to be recognised	(22.89)	13.03
Past Service Cost	-	-
Expenses recognised in the Profit & Loss Account	(6.30)	31.08

C) Other Long Term Benefits

The charge recognised in the Profit & Loss Account for Leave Encashment for the year is Rs. 13.11 Lacs (Previous Year 6.83 Lacs) and the closing liability is Rs. 24.90 Lacs (Previous Year Rs. 16.77 Lacs)

Notes on Financial Statements for the Year ended 31st March, 2014

E. Earning Per Share :

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
(A) Basic Earning Per Share :		
<u>Working for Computing Earning Per Share :</u>		
Profit before Taxation	2,366.27	5,855.49
(Less) : Provision for Taxation	69.68	841.29
(A)	2,296.59	5,014.20
<u>Weighted Average No. of Equity Share Capital :</u>		
Equity Share At The Beginning Of The Year	242.81	240.85
(+) Fresh Issue During The Year	-	1.96
(B)	242.81	242.81
Basic Earning Per Share (A / B)	9.46	20.65
(B) Diluted Earning Per Share :		
<u>Diluted Earning for Computing Diluted Earning Per Share :</u>		
Profit before Taxation	2,366.27	5,855.49
(Less) : Provision for Taxation	69.68	841.29
(A)	2,296.59	5,014.20
<u>Weighted Average No. of Equity Share Capital :</u>		
Equity Share At The Beginning Of The Year	242.81	241.64
(+) Fresh Issue During The Year(In Weighted Average for time)	-	1.17
(B)	242.81	242.81
Diluted Earning Per Share (A / B)	9.46	20.65

Note :

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the Year.

F. Contingent Liabilities :

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Guarantees given by the Banks (Counter Guarantees given by the Company)	1,227.89	18,290.68
Total	1,227.89	18,290.68

The Company has given Guarantees to Banks on behalf of its Subsidiary for outstanding installments of loans.

The Company has given Guarantees to Vessel Owners against the Bare Boat Charter of vessels by its subsidiary - the financial effect of which can not be determined/estimated.

Notes on Financial Statements for the Year ended 31st March, 2014

H. Segment Reporting :

The Company is engaged in only one type of business i.e. charter of offshore support vessels and there are no separate reportable segment as per Accounting Standards AS-17 "Segment Reporting".

I. Garware Nylons Limited has been ordered to be wound up by the Bombay High Court and Bombay High Court has appointed Official Liquidator on 18th December, 1998. During the year the value of investment of 35,050 equity shares valued at Rs.6.01 lacs has been written off in the books.

J. Previous year's figures have been regrouped / reclassified, to correspond with the current year's classification / disclosure.

As per our report of even date attached

For RAMAN S. SHAH & ASSOCIATES

Chartered Accountants - Firm Reg. No. 119891W

Santosh A. Sankhe
Partner
Membership No. 100976

For and on behalf of the Board

Ashok Garware
Executive Chairman

Aditya Garware
Vice Chairman &
Managing Director

A. K. Thanavala
Director

P. S. Shah
GM - Finance & Accounts

S. P. Akolkar
President - Finance

A. C. Chandarana
Company Secretary

Place : Mumbai
Date : 29th May,2014

Place : Mumbai
Date : 29th May,2014

AUDITORS' REPORT

Report of the Auditors on Consolidated Financial Statements

Auditors' Report on Consolidated Financial Statements to the Board of Directors of Global Offshore Services Limited

- 1 We have audited the attached Consolidated Balance Sheet of Global Offshore Services Limited and its subsidiaries (the Group) as at March 31, 2014 and also the Consolidated Profit and Loss Account and Consolidated Cash Flow Statement for the year ended on that date both annexed thereto. These consolidated financial statements are the responsibility of Global Offshore Services Limited's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2 We conducted our audit in accordance with generally accepted auditing standards in India. These Standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3 We did not audit the financial statements of foreign subsidiaries whose financial statements reflect the Group's share of total assets of Rs. 1,18,882.21 lakhs as at March 31, 2014, the Group's share of total revenues of Rs. 29,255.20 lakhs for the year ended on that date. These financial statements have been audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of the subsidiary, is based solely on the report of the other auditors.
- 4 We report that the consolidated financial statements have been prepared by the management of Global Offshore Services Limited in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of Global Offshore Services Limited, its associated and its subsidiaries included in the consolidated financial statements.
- 5 Based on our audit and on consideration of the report of the audited accounts in respect of the Company's subsidiary, in our opinion, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in case of the Consolidated Balance Sheet, of the consolidated state of affairs of the Group as at March 31, 2014;
 - (b) in case of the Consolidated Profit and Loss Account, of the consolidated results of operations of the Group for the year ended on that date; and
 - (c) in case of the Consolidated Cash Flow Statement, of the consolidated cash flows of the Group for the year ended on that date.

For RAMAN S. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 119891W

Place: Mumbai
Date: 29th May, 2014

Santosh A. Sankhe
(Partner)
M. No. 100976

Consolidated Balance Sheet as at 31st March, 2014

	Note	As at 31st March, 2014 Rs. In Lacs	As at 31st March, 2013 Rs. In Lacs
I. EQUITY & LIABILITIES			
Shareholders Funds			
Share Capital	2	2,472.88	2,472.88
Reserves & Surplus	4	36,178.52	33,736.63
		38,651.40	36,209.51
Minority Interest		9,750.88	5,125.13
Share application money pending allotment	3	-	423.78
Non- Current Liabilities			
Long Term Borrowings	5	92,532.69	72,324.04
Long Term Provisions	6	21.27	33.24
		92,553.96	72,357.28
Current Liabilities			
Short Term Borrowings	7	5,277.56	3,000.59
Trade Payables	8	2,571.73	1,617.99
Other Current Liabilities (including loan repayments within 1 year)	9	18,241.19	13,649.98
Short Term Provisions	10	1,368.08	1,628.53
		27,458.56	19,897.09
TOTAL :		1,68,414.80	1,34,012.79
II. ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	11	1,48,950.58	1,18,075.16
Tangible Assets (Capital-work in progress)		-	235.80
Intangible Assets	11	6.13	8.86
		1,48,956.71	1,18,319.82
Non-Current Investments	12	37.68	43.69
Long-term Loans and Advances		-	575.98
Current Assets			
Inventories	13	3,869.73	3,237.15
Trade Receivables	14	5,563.17	4,851.15
Cash and Bank Balances	15	5,442.23	3,783.39
Short Term Loans & Advances	16	4,475.26	3,198.02
Other Current Assets	17	70.02	3.59
		19,420.41	15,073.30
TOTAL :		1,68,414.80	1,34,012.79

See accompanying notes forming part of the consolidated financial statements 1 to 24

 As per our report of even date attached
For RAMAN S. SHAH & ASSOCIATES
 Chartered Accountants - Firm Reg. No. 119891W

For and on behalf of the Board

 Santosh A. Sankhe
 Partner
 Membership No. 100976

 Ashok Garware
 Executive Chairman

 Aditya Garware
 Vice Chairman &
 Managing Director

 A. K. Thanavala
 Director

 P. S. Shah
 GM - Finance & Accounts

 S. P. Akolkar
 President - Finance

 A. C. Chandarana
 Company Secretary

 Place : Mumbai
 Date : 29th May, 2014

 Place : Mumbai
 Date : 29th May, 2014

Consolidated Profit & Loss Statement for the year ended 31st March, 2014

	Note	Year Ended 31st March, 2014 Rs. In Lacs	Year Ended 31st March, 2013 Rs. In Lacs
INCOME :			
I. Revenue from operations			
Charter Hire	18	35,155.45	23,093.84
Other Operating Revenue		920.08	3,855.73
		<u>36,075.53</u>	<u>26,949.57</u>
II. Other Income	19	378.82	507.74
TOTAL REVENUE : (I)		<u>36,454.35</u>	<u>27,457.31</u>
EXPENSES :			
Fleet Operating Expenses	20	11,618.41	7,174.66
Employee Benefit Expenses	21	5,730.78	4,261.25
Finance Costs	22	5,293.26	3,509.81
Depreciation and Amortisation Expenses		6,734.07	4,469.67
Other Expenses	23	2,366.03	1,934.41
TOTAL EXPENSES : (II)		<u>31,742.55</u>	<u>21,349.80</u>
Profit Before Tax (I - II)		4,711.80	6,107.51
Less : Tax Expense			
Current Tax		80.59	840.53
Tax of Earlier Years		(7.04)	7.46
Profit for the Year		<u>4,638.25</u>	<u>5,259.52</u>
Less : Mionrity Interest		821.20	56.91
Profit for the year attributable to Equity shareholders of Global Offshore Services Limited		<u>3,817.05</u>	<u>5,202.61</u>
Earning Per Equity Share :	24(E)		
Basic Earning Per Share		15.72	21.43
Diluted Earning Per Share		15.72	21.43

See accompanying notes forming part of the consolidated financial statements 1 to 24

As per our report of even date attached
For RAMAN S. SHAH & ASSOCIATES
Chartered Accountants - Firm Reg. No. 119891W

For and on behalf of the Board

Santosh A. Sankhe
Partner
Membership No. 100976

Ashok Garware
Executive Chairman

Aditya Garware
Vice Chairman &
Managing Director

A. K. Thanavala
Director

P. S. Shah
GM - Finance & Accounts

S. P. Akolkar
President - Finance

A. C. Chandarana
Company Secretary

Place : Mumbai
Date : 29th May, 2014

Place : Mumbai
Date : 29th May, 2014

Consolidated Cash Flow Statement for the year ended 31st March, 2014

Particulars	Year Ended 31st March, 2014 (Rs. in Lacs)	Year Ended 31st March, 2013 (Rs. in Lacs)
A. Cash Flow arising from Operating Activities :		
Net profit before tax and extraordinary items	4,711.80	6,107.51
Add/(Less) :		
a) Depreciation charges (Net)	6,734.07	4,469.67
b) Interest charges	5,293.26	3,509.81
c) Interest Income	(200.03)	(348.55)
d) (Profit) / Loss on sale of Asset (net)	(16.79)	(3,865.11)
e) Bad debts written off	443.71	-
f) Loss on sale of investment	6.01	-
f) Taxes Paid	(574.66)	(333.27)
Operating Profit before working capital changes	11,685.57	3,432.55
Less :	16,397.37	9,540.06
a) Increase /(Decrease) in Operational Liabilities	2,631.10	260.82
b) (Increase)/Decrease in Operational Assets	(1,435.44)	(1,352.33)
Net cashflow from operating Activity (A)	17,593.03	(1,091.51)
B. Cash Flow arising from Investing Activities :		
(i) Outflow on account of investing activity (Acquisition)/ Sale of fixed assets (Incl. Cap WIP)	(37,331.40)	(32,350.58)
(ii) Inflow on account of investing activity Interest Income	133.60	393.26
Net cashflow from investing Activity (B)	(37,197.80)	(31,957.33)
C. Cash Flow arising from Finance Activities :		
(i) Inflow on account of Financing activity		
a) Shares & Warrants Issued at premium from Minority	3,655.29	8,291.74
b) Loans taken (net of repayment)	22,975.83	20,214.41
c) Short / long term borrowings	-	(732.84)
(ii) Outflow on account of Financing activity		
a) Dividend Paid including dividend tax	(592.31)	(326.94)
b) Interest on loan paid during the year	(5,200.58)	(3,543.51)
Net cashflow from financing Activity (C)	20,838.23	23,902.86
Net increase in cash / cash equivalent [A + B + C]	1,233.46	394.08
Effect of exchange rate changes on cash	425.38	123.80
Add : Cash / Cash equivalents at the beginning of the year	3,783.39	3,265.51
Cash / Cash equivalents at the end of the year	5,442.23	3,783.39
Notes to cash flow statement :		
(1) Method of preparation of cash flow statement : Cash flow statement has been prepared under Indirect method as set out in the Accounting Standard 3 on Cash Flow Statement, issued by the Institute of Chartered Accountants of India.		
(2) Components of cash flow :		
Cash and Cash Equivalents	4.20	15.94
Other Bank Balances	5,438.03	3,767.45
	5,442.23	3,783.39

As per our report of even date attached
For RAMAN S. SHAH & ASSOCIATES
 Chartered Accountants - Firm Reg. No. 119891W

For and on behalf of the Board

Santosh A. Sankhe
 Partner
 Membership No. 100976

Ashok Garware
 Executive Chairman

Aditya Garware
 Vice Chairman &
 Managing Director

A. K. Thanavala
 Director

P. S. Shah
 GM - Finance & Accounts

S. P. Akolkar
 President - Finance

A. C. Chandarana
 Company Secretary

Place : Mumbai
 Date : 29th May, 2014

Place : Mumbai
 Date : 29th May, 2014

To,
 The Board Of Directors,
 GLOBAL OFFSHORE SERVICES LIMITED,
 Mumbai.

We have examined the attached consolidated cash flow statement of GLOBAL OFFSHORE SERVICES LIMITED for the year ended 31st March, 2014. The statement has been prepared by the Company in accordance with the requirement of clause 32 of the listing agreement with the stock exchange and is based on and in agreement with corresponding profit and loss account and balance sheet of the Company covered by our report of the even date, to the members of the Company.

As per our report of even date attached
For RAMAN S. SHAH & ASSOCIATES
 CHARTERED ACCOUNTANTS
 Firm Registration No. 119891W

Santosh A. Sankhe
 (Partner)
 M. No. 100976

Place : Mumbai
 Date : 29th May, 2014

Notes on Financial Statements for the Year ended 31st March, 2014

**Note : 1
Significant Accounting Policies**

I. Accounting Convention :

The financial statements are prepared under the historical cost convention and as a going concern, in accordance with, generally accepted accounting principles in India, the Accounting Standards issued by The Institute of Chartered Accountants of India and provisions of the Companies Act, 1956.

II. Basis of Consolidation :

The Consolidated financial statements relate to Global Offshore Services Limited (the 'Company') and its subsidiaries. The consolidated financial statements have been prepared on the following basis :

(a) The consolidated financial statements include the financial statements of Global Offshore Services Limited and its subsidiaries (hereinafter, collectively referred as 'Group') [refer note (ii) b]. The individual financial statements of the group entities are prepared in accordance with the applicable requirements of the Companies Act, 1956 (the 'Act') and comply in all material aspects with the Accounting Standards prescribed by the Central Government, in accordance with the Companies (Accounting Standards) Rules, 2006, to the extent applicable

The consolidated financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under Accounting Standard ('AS') 21, 'Consolidated Financial Statements' as notified by the Companies (Accounting Standards) Rules, 2006. The financial statements of the Company and its subsidiaries are consolidated on a line to line basis by adding together like items of assets, liabilities, income and expenses. Any excess of the cost to the parent company of its investment in a subsidiary and the parent company's portion of equity of the subsidiary at the date, at which investment in the subsidiary is made, is described as 'Goodwill on Consolidation' and recognized separately as an asset in the consolidated financial statements. All significant inter-company transactions and balances between the entities included in the consolidated financial statements have been eliminated

(b) The subsidiaries considered in the consolidated financial statement are :

Name of the Company	Country of Incorporation	% ownership interest as at 31st March, 2014	% ownership interest as at 31st March, 2013
Garware Offshore International Services Pte. Ltd.	Singapore	100.00%	100.00%
Global Offshore Services B.V.	The Netherlands	66.95%	69.00%

The Company held 69% Equity in Global Offshore Services B.V. till 1st December, 2013 and thereafter holds 66.95% stake.

III. Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities as of the date of financial statements and reported amounts of income and expenses during the period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from the estimates.

IV. Fixed Assets :

Fixed assets are stated at cost less accumulated depreciation. Cost includes expenses related to acquisition, financing costs on borrowings during construction period. Further, additions or extensions of a capital nature are added to the cost of vessel as and when incurred.

V. Depreciation of Assets :

(A) Re : Parent Company.

(a) On fleet :

Depreciation has been arrived at on straight line method at the rate arrived at so as to provide 95% of the total cost of each vessel over its balance economic useful life. For this purpose the economic useful life of vessels is estimated as 29/30 years.

Any additions or extensions to existing vessels which forms an integral part of the vessels is depreciated by 95%

Notes on Financial Statements for the Year ended 31st March, 2014

over the remaining useful life of the vessels, in accordance with the requirement of para. 24 of Accounting Standard 6 (Revised) – Depreciation Accounting, issued by The Institute of Chartered Accountants of India.

(b) On Motor Vehicles :

Depreciation is arrived at on straight line method as 25% p.a. of the cost, based on the estimated useful life of 4 (four) years for the motor vehicles.

(c) On Other Assets :

Depreciation on assets acquired upto 31st December, 2003 is charged in the accounts on the Written Down Value method at the rates prescribed under Schedule XIV of the Companies Act, 1956.

Depreciation on assets acquired from 1st January, 2004 is charged in the accounts on the Straight Line method at the rates prescribed under Schedule XIV of the Companies Act, 1956.

(B) Re : Subsidiaries.

(i) Garware Offshore International Services Pte. Ltd.

Depreciation of property, plant and equipment is calculated on straight line method to write off cost of the assets over their estimated lives as follows :

Computer and software	3 years
Equipment	3 to 10 years
Furniture and fittings	3 years
Books and manuals	3 to 5 years

(ii) Global Offshore Services B.V.

Depreciation is based on the estimated useful life and calculated as a fixed percentage of cost, taking into account any residual value.

VI. Accounting for Investments :

Long term investments are valued at cost.

VII. Valuation of Inventories :

- (a) The Stock of stores and spares including on board the ships is valued at cost. (FIFO Basis)
 (b) The Stock of fuel, lubes and diesel oil owned by the Company is valued at cost. (FIFO Basis)

VIII. Revenue Recognition :

Time Charter earnings are recognized on accrual basis.

IX. Operating Expenses :

Expenses charged to Profit and Loss account are recognised on accrual basis.

X. Employee Benefits :

Defined Contribution Plan

Employee benefits in the form of Provident Fund which is a defined contribution scheme, is charged to the Profit and Loss account during the year when the contribution accrues.

Defined Benefit Plan

The liability for gratuity, a defined benefit obligation, is accrued and provided for on the basis of actuarial valuation, using the projected unit credit method as at the Balance Sheet date.

Other Long Term Benefits

Long term compensated absences are provided on the basis of estimates for due period upto the Balance Sheet date.

Actuarial gains and losses comprising of experience adjustments and the effects of changes in actuarial assumptions are recognised in the Profit and Loss account for the year as income or expense.

Notes on Financial Statements for the Year ended 31st March, 2014

XI. Foreign Exchange Transaction :

- (a) Transactions in foreign currency are recorded at the standard exchange rates determined monthly. Monetary assets and liabilities denominated in foreign currency, remaining unsettled at the period end are re-stated at closing rates. The difference in translation of monetary assets and liabilities and realised gains and losses on foreign currency transactions (including those relating to acquisition of depreciable assets) is recognised in the Profit and Loss Account.
- (b) Forward exchange contracts entered into to hedge foreign currency risks of firm commitments or highly probable forecast transactions, forward rate options, currency and interest rate swaps and commodity future contracts, that qualify as cash flow hedges are recorded in accordance with the principles of hedge accounting enunciated in Accounting Standard (AS) 30 – Financial Instruments: Recognition and Measurement. The gain or loss on designated hedging instruments that qualify as effective hedges is recorded in the Hedging Reserve Account and is recognised in the statement of Profit and Loss in the same period or periods during which the hedged transaction affects Profit and Loss.

Gains or losses on the ineffective transactions are immediately recognised in the Profit and Loss Account. When a forecasted transaction is no longer expected to occur the gains and losses that were previously recognised in the Hedge Reserve are transferred to the statement of Profit and Loss immediately.

Accordingly the Company has designated borrowings in foreign currency (relating to acquisition of depreciable assets) as hedge instruments to cover its foreign currency risks of its firm commitments and highly probable forecast transactions of revenue streams and the same are accounted as cash flow hedge.

- (c) In respect of the overseas subsidiaries which are classified as non integral operation as per AS-11, all the assets and liabilities are translated using exchange rate prevailing at the Balance Sheet date and income / expenditure are translated using average exchange rate prevailing during the reporting period. The resultant translation exchange gain /loss have been disclosed as “Foreign Currency Translation Reserve”.

XII. Borrowing Cost :

Borrowing costs directly attributable to borrowed funds raised to meet any financial obligation on account of acquisition or other value added cost of any qualifying assets (Fixed Assets) incurred uptill the date of cessation of substantial activities necessary to prepare the qualifying asset for its intended use, is capitalised.

XIII. Provisions & Contingent Liabilities :

- (a) Provisions are recognised in the accounts for present probable obligations arising out of past events that require outflow of resources, the amount of which can be reliably estimated.
- (b) Contingent liabilities are disclosed in respect of possible obligation that arise from past events but their existence is confirmed by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, unless the likelihood of an outflow of resources is remote.
- (c) Contingent assets are not recognised in the accounts, unless there is virtual certainty as to its realisation.

XIV. Provision for Taxation :

Provision of current income-tax is made on the basis of the assessable income under the income tax Act, 1961. Income from shipping activities is assessed on the basis of deemed tonnage income of the Company.

Minimum Alternative Tax (MAT) Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

XV. Prior Period Items/ Extra Ordinary Items :

Prior period items & extra ordinary items, if any, are disclosed separately in the notes to accounts.

XVI. Impairment of Assets :

The Company reviews the carrying values of tangible assets for any possible impairment at each Balance Sheet date. Impairment loss, if any, is recognised in the year in which impairment takes place.

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 2 Share Capital	As At 31st March, 2014		As At 31st March, 2013	
	Number	Rs. In Lacs	Number	Rs. In Lacs
A Authorised Capital :				
Equity Share Capital :				
Equity Shares of Rs. 10/- each	3,20,00,000	3,200.00	3,20,00,000	3,200.00
Preference Share Capital :				
Cumulative Redeemable Preference Shares of Rs. 100/- each	1,50,000	150.00	1,50,000	150.00
Cumulative Convertible Preference Shares of Rs. 100/- each	1,50,000	150.00	1,50,000	150.00
Total	3,23,00,000	3,500.00	3,23,00,000	3,500.00
B Issued, Subscribed & Paid Up Capital :				
Equity Share Capital :				
Equity Shares of Rs. 10/- each, fully paid up	2,47,28,793	2,472.88	2,47,28,793	2,472.88
Total	2,47,28,793	2,472.88	2,47,28,793	2,472.88

a) Reconciliation of Equity Shares Outstanding

Particulars	Current Year		Previous Year	
	Number	Rs. In Lacs	Number	Rs. In Lacs
Shares outstanding at 1st April	2,47,28,793	2,472.88	2,44,87,093	2,448.71
Shares Issued during the year	-	-	241,700	24.17
Shares outstanding at 31st March	2,47,28,793	2,472.88	2,47,28,793	2,472.88

b) Details of shareholders holding more than 5% shares

Name of Shareholder	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
India Star (Mauritius) Ltd.	72,60,928	29.36%	72,60,928	29.36%
Garware Marine Industries Ltd.	14,85,760	6.01%	14,85,760	6.01%
Universal Investments Services Pvt Ltd.	13,90,720	5.63%	13,88,720	5.62%
Ronder Overseas Ltd.	12,86,250	5.20%	12,86,250	5.20%
Clearwell Enterprises Ltd.	12,78,250	5.17%	12,78,250	5.17%
Total	1,27,01,908	51.37%	1,26,99,908	51.36%

Note No. 3 :
Share application money pending allotment

In the previous year, Share Application Money pending allotment as at 31st March, 2013, represents money received from minority equity holder for shares in subsidiary Company Global Offshore Services B.V.. The Subsidiary has issued these shares on 22nd April, 2013 against such share application money.

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 4	As At 31st March, 2014		As At 31st March, 2013	
Reserves & Surplus	Rs. In Lacs		Rs. In Lacs	
A Securities Premium Account				
As per last balance sheet	11,305.41		8,391.49	
Add : On Account of fresh issue	185.76	11,491.17	2,913.92	11,305.41
B Tonnage Tax Reserves U/s. 115VT of Income Tax Act				
As per last balance sheet	4,560.00		3,510.00	
(Add) : Transfer from Profit & Loss A/c	475.00	5,035.00	1,050.00	4,560.00
C Tonnage Tax Reserve (Utilised)				
As per last balance sheet		1,772.00		1,772.00
D General Reserves				
As per last balance sheet	7,715.09		7,165.09	
(Add) : Transfer from Profit & Loss A/c	475.00	8,190.09	550.00	7,715.09
E Foreign Currency Translation Reserve				
As per last balance sheet	1,057.07		912.47	
(Add) : Created During the Year	1,106.20	2,163.27	144.60	1,057.07
F Foreign Exchange Hedge Reserve				
As per last balance sheet	(3,105.24)		(5,295.11)	
(Add) : Created During the Year	(2,319.94)	(5,425.18)	2,189.87	(3,105.24)
G Profit & Loss Account				
As per last balance sheet	10,432.30		7,524.04	
Add : Profit for the year	3,817.05		5,202.61	
	14,249.35		12,726.65	
Less : Appropriations				
Transfer to Tonnage Tax Reserve	475.00		1,050.00	
Transfer to General Reserve	475.00		550.00	
Interim Dividend	-		395.66	
Tax on Interim Dividend	-		67.24	
Proposed Dividend	296.75		197.83	
Tax on Proposed Dividend	50.43		33.62	
	1,297.18	12,952.17	2,294.35	10,432.30
Total		36,178.52		33,736.63

Note : 5	As At 31st March, 2014		As At 31st March, 2013	
Long Term Borrowings	Rs. In Lacs		Rs. In Lacs	
Secured Loans from Banks				
Foreign Currency Loans for Acquisition of Vessels	89,701.31		69,874.12	
Other Foreign Currency Term Loans	2,753.45		2,346.44	
Rupee Term Loans	-		28.83	
Car Finance Rupee Loans	77.93		74.65	
Total	92,532.69		72,324.04	

Notes on Financial Statements for the Year ended 31st March, 2014

Security:

5.1 Term loans for acquisition of vessels

Nine term loans are secured by way of first charge on the respective vessels (4 AHTSVs and 5 PSVs).

5.2 Other Term Loans

1. Foreign Currency Loans :

- One Corporate loan is secured by way of extension of first charge on a Platform Supply Vessel owned by the Company.
- One Corporate loan is secured by way of receivables from the operations of one Anchor Handling Tug cum Supply Vessel and by extension of first charge on Company's office premises.
- One Corporate loan is secured by way of first charge on a Anchor Handling Tug cum Supply Vessel and by a second charge on Company's office premises.

2. Rupee Loans :

A term loan for the acquisition of the Company's office premises is secured by way of first charge of the said premises.

5.3 Car Finance Loans

Car loans availed from banks are secured against respective motor cars against which the finances are availed.

5.4 Maturity profile of Secured Loans (including current maturities) are as set out below :

Particulars	Rs. In lacs			
	within 1 year	1-2 years	2-3 years	Beyond 3 years
Foreign Currency Loans for Acquisition of Vessels	11,159.94	11,128.93	14,860.11	63,712.14
Other Foreign Currency Term Loans	903.81	863.81	423.97	1,465.81
Rupee Term Loans	28.80	-	-	-
Car Finance Rupee Loans	37.99	42.74	21.76	13.43

Note : 6 Long Term Provisions	As At 31st March, 2014	As At 31st March, 2013
	Rs. In Lacs	Rs. In Lacs
Provision for employee benefits		
Retirement and Other Benefits	21.27	33.24
Total	21.27	33.24

Note : 7 Short Term Borrowings	As At 31st March, 2014	As At 31st March, 2013
	Rs. In Lacs	Rs. In Lacs
Secured Working Capital Facility From Banks		
Foreign Currency	4,390.30	2,620.63
Rupee	887.26	379.96
Total	5,277.56	3,000.59

7.1 Working Capital Facility from United Bank of India is secured by hypothecation of Book Debts and Tangible Assets such as stocks, stores and spares on board the vessel.

7.2 Working Capital Facility from State Bank of Travancore is secured by pari passu first charge on all current assets including stores, spares and book debts (excluding receivables from one of the Company's Anchor Handling Tug cum Supply Vessel).

7.3 Working Capital Facility from Axis Bank to Global Offshore Services B.V. is secured by a charge on stores, spares and receivables of two vessels of the Company.

Note : 8 Trade Payables	As At 31st March, 2014	As At 31st March, 2013
	Rs. In Lacs	Rs. In Lacs
Micro, Small and Medium Enterprises	-	-
Others	2,571.73	1,617.99
Total	2,571.73	1,617.99

8.1 As per the information available with the Company, there are no Micro and Medium Enterprises, as defined in the Micro, small, Medium Enterprise Development Act, 2006 to whom the Company owes on account of principal amount together with the interest and accordingly no additional disclosures have been made.

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 9	As At 31st March, 2014	As At 31st March, 2013
Other Current Liabilities	Rs. In Lacs	Rs. In Lacs
Current Maturities of Long Term Debts (refer note no.5.4)	12,130.53	9,320.38
Interest Accrued and due on Borrowings (Amount funded)	40.52	94.13
Interest Accrued but not due on Borrowings	316.13	169.83
Unclaimed Dividends (To be credited to the Investor Education & Protection Fund as and when due)	75.95	74.77
Duties and Taxes Payable	140.08	80.61
Other Payables (including a non-refundable deposit received towards the "demise" of one asset for US\$ 4 million (Rs.23.99 crores))	5,537.98	3,910.26
Total	18,241.19	13,649.98

Note : 10	As At 31st March, 2014	As At 31st March, 2013
Short Term Provisions	Rs. In Lacs	Rs. In Lacs
Retirement and Other Benefits	54.20	52.06
Proposed Dividend	296.75	197.83
Tax on Proposed Dividend	50.43	33.62
Interim Dividend	-	395.66
Tax on Interim Dividend	-	67.24
Provision for Taxation	966.70	882.12
Total	1,368.08	1,628.53

Note : 11
Fixed Assets

Particulars	Tangible Assets							Intangible Assets		
	Fleet	Office Premises	Furniture & Fixtures	Office Equipment	Motor Vehicles	Computers	Total	Previous Year	Software	Previous Year
GROSS BLOCK										
As at 1 April,2013	1,30,694.38	1,343.46	133.24	746.27	294.04	56.33	1,33,267.72	99,126.29	16.85	15.42
Additions during the year	36,866.86	14.77	-	-	68.21	2.29	36,952.12	53,340.03	-	1.43
Deductions	(6,415.66)	-	-	-	(132.20)	(0.55)	(6,548.41)	(20,623.45)	-	-
Translation Adjustment	7,427.38	-	-	-	-	-	7,427.38	1,424.86	-	-
As at 31 March, 2014	1,68,572.96	1,358.23	133.24	746.27	230.05	58.07	1,71,098.81	1,33,267.73	16.85	16.85
ACCUMULATED DEPRECIATION										
As at 1 April,2013	14,403.52	70.42	37.95	497.38	129.77	53.52	15,192.56	11,986.47	7.99	5.46
Charges for the year	6,636.91	22.02	7.97	1.99	61.34	3.85	6,734.09	4,467.15	2.73	2.53
Deductions	(28.19)	-	-	-	(99.68)	(0.05)	(127.92)	(1,537.01)	-	-
Translation Adjustment	349.50	-	-	-	-	-	349.50	275.96	-	-
As at 31 March, 2014	21,361.74	92.44	45.92	499.37	91.43	57.32	22,148.23	15,192.57	10.72	7.99
NET BLOCK										
As at 31 March, 2014	1,47,211.22	1,265.79	87.32	246.90	138.62	0.75	1,48,950.58	1,18,075.16	6.13	8.86
As at 31 March, 2013	1,16,290.85	1,273.03	95.29	248.88	164.26	2.81	1,18,075.16		8.86	

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 12 Investments	As At 31st March, 2014 Rs. In Lacs	As At 31st March, 2013 Rs. In Lacs
Long Term - Non Trade (Valued at cost and fully paid up)		
Equity Shares :		
A Quoted		
Garware Marine Industries Limited (1,29,640 Equity Shares of Rs. 10/- each) (Market Value Rs. 16.20 lacs, Previous Year Rs. 9.72 lacs)	37.68	37.68
B Unquoted		
Garware Nylons Limited (35,050 Equity Shares of Rs. 10/- each) (refer note no. 24 (G))	-	6.01
Total	<u>37.68</u>	<u>43.69</u>

Note : 13 Inventories	As At 31st March, 2014 Rs. In Lacs	As At 31st March, 2013 Rs. In Lacs
Stock of Stores, Spares & Consumables (At Cost)	3,869.73	3,237.15
Total	<u>3,869.73</u>	<u>3,237.15</u>

Note : 14 Trade Receivables (Unsecured and Considered good)	As At 31st March, 2014 Rs. In Lacs	As At 31st March, 2013 Rs. In Lacs
Debts outstanding for more than six months	851.20	48.63
Other Debts	4,711.97	4,802.52
Total	<u>5,563.17</u>	<u>4,851.15</u>

Note : 15 Cash and Bank Balances	As At 31st March, 2014 Rs. In Lacs	As At 31st March, 2013 Rs. In Lacs
Cash and Cash Equivalents		
(a) Current Accounts	1,688.28	1,262.38
(b) Cash On Hand	4.20	15.94
	<u>1,692.48</u>	<u>1,278.32</u>
Other Bank Balances		
(a) Deposits having original maturity for more than 12 months	3,551.41	2,297.12
(b) Unpaid Dividend Accounts	75.95	74.77
(c) Margin Money	122.39	133.18
	<u>3,749.75</u>	<u>2,505.07</u>
Total	<u>5,442.23</u>	<u>3,783.39</u>

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 16 Short Term Loans & Advances (Unsecured and Considered Good)	As At 31st March, 2014 Rs. In Lacs	As At 31st March, 2013 Rs. In Lacs
Advances recoverable in cash or kind or for the value to be received	2,698.16	2,196.07
Advance Income Tax	1,410.48	932.32
Deposits	335.32	37.94
Balance with customs, port trust, other government authorities & courts of law	31.30	31.69
Total	4,475.26	3,198.02

Note : 17 Other Current Assets	As At 31st March, 2014 Rs. In Lacs	As At 31st March, 2013 Rs. In Lacs
Interest accrued on loans and deposits	70.02	3.59
Total	70.02	3.59

Note : 18 Revenue from Operations	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Gross Charter Income	36,056.48	24,244.29
Less : Service Tax	901.03	1,150.45
Total	35,155.45	23,093.84

Note : 19 Other Income	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Interest Income (Gross) (Tax Deducted at source Rs. 8.12 lacs, Previous Year Rs.20.95 lacs)	200.03	348.55
Profit on sale of Assets	16.79	9.38
Miscellaneous Income	162.00	149.81
Total	378.82	507.74

Note : 20 Fleet Operating Expenses	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Travelling Expenses	409.70	225.58
Fuel, Oil & Water	1,507.29	330.34
Port & Canal dues	136.85	53.33
Repairs	391.74	307.17
Stores & Victualling	807.00	647.21
Insurance Charges & Protecting Club Fees	787.74	390.87
Telecommunication Charges	412.19	226.82
Charter Hire Charges	4,253.92	3,927.19
Professional Fees	363.86	138.71
Brokerage & Commission	843.21	389.62
Sundry Operating expenses	1,704.91	537.82
Total	11,618.41	7,174.66

Notes on Financial Statements for the Year ended 31st March, 2014

Note : 21 Employee Benefits Expense :	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Floating Staff :		
Salaries, Allowances & Compensation	222.54	270.22
Contractual Payments	4,454.65	3,017.14
Contribution to Providend & Other Funds	123.44	6.87
	<u>4,800.62</u>	<u>3,294.23</u>
Shore Staff :		
Salaries, Allowances, Bonus & Commission	839.56	862.18
Contribution to Providend & Other Funds	46.92	48.09
Gratuity Fund Contribution	(6.30)	31.08
Staff welfare expenses	49.98	25.67
	<u>930.16</u>	<u>967.02</u>
Total	<u><u>5,730.78</u></u>	<u><u>4,261.25</u></u>

Note : 22 Finance Cost	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Interest Expenses	5,260.33	3,507.10
Finance Charges	32.93	2.71
Total	<u><u>5,293.26</u></u>	<u><u>3,509.81</u></u>

Note : 23 Other Expenses	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Rent	32.88	10.71
Travelling Expenses	221.25	230.75
Auditors' Remuneration	39.99	42.13
Telephone charges	28.58	33.79
Professional fees	331.79	316.06
Bank Charges	69.60	225.05
Directors' fees	4.95	7.60
Insurance Charges	6.36	9.36
Rates & Taxes	4.69	10.64
Repairs - Office	8.49	15.72
Bad Debts	443.71	-
Miscellaneous Expenses	564.54	194.73
Loss on foreign currency transactions and translations	609.20	837.87
Total	<u><u>2,366.03</u></u>	<u><u>1,934.41</u></u>

Notes on Financial Statements for the Year ended 31st March, 2014

Note 24 :

Additional Information to financial statements

A. Payments to Auditor

Particulars	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
For Statutory Audit	39.18	41.36
For Taxation Matters	0.65	0.62
Reimbursement of Expenses	0.16	0.15
Total	39.99	42.13

B. Related Party Disclosure

Key Management Personnel

Ashok B. Garware - Executive Chairman

Aditya A. Garware - Vice Chairman and Managing Director

Transactions with related parties for the year ended 31st March, 2014 :

Nature of Transactions	Subsidiary Companies	Key Managerial Personnel	Other Related Parties	TOTAL
Remuneration				
Ashok B. Garware	-	101.99	-	101.99
Aditya A. Garware	-	137.48	-	137.48
Total	-	239.47	-	239.47

Outstandings as at 31st March, 2014.

Nature of Transactions	Subsidiary Companies	Key Managerial Personnel	Other Related Parties	TOTAL
Remuneration				
Ashok B. Garware	-	9.07	-	9.07
Aditya A. Garware	-	11.33	-	11.33
Total	-	20.40	-	20.40

C Disclosure pursuant to Accounting Standard (AS) 15 (Revised) - "Employee Benefits"

A) Defined Contribution Plans :

The Company has recognised the following amounts in the Profit and Loss account for the year :

Particulars	For the Year Ended 31st March, 2014 Rs. In Lacs	For the Year Ended 31st March, 2013 Rs. In Lacs
Contribution to Employees Provident Fund	42.66	43.55
Contribution to Seamens Provident Fund	5.40	7.98
Total	48.06	51.53

Notes on Financial Statements for the Year ended 31st March, 2014

B) Defined Benefit Plans :

Valuations in respect of Gratuity liability have been carried out by an independent actuary, as at the Balance Sheet date on Projected Unit Credit method, based on the following assumptions :

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Gratuity		
Actuarial Assumption for the year		
a) Discount Rate (p.a.)	8.00%	8.00%
b) Rate of Return on Plan Assets	8.70%	8.70%
c) Salary Escalation rate	5.00%	5.00%
d) Attrition rate	2.00%	2.00%

(i) Change in Benefit Obligation

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Gratuity		
Liability at the beginning of the year	136.92	109.57
Interest Cost	10.95	9.59
Current Service Cost	11.59	13.85
Past Service Cost	-	-
Benefit Paid	(27.86)	(9.44)
Actuarial (gain)/loss on obligations	(22.38)	13.35
Liability at the end of the year	109.22	136.92

(ii) Fair value of Plan Assets :

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Gratuity		
Fair Value of Plan Assets at the beginning of the year	68.39	62.68
Expected Return on Plan Assets	5.95	5.39
Employer's contribution	11.66	9.44
Benefits Paid	(27.86)	(9.44)
Actuarial gain/(loss) on Plan Assets	0.51	0.32
Fair value of Plan Assets at the end of the year	58.65	68.39

(iii) Actual Return on Plan Assets:

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Gratuity		
Expected Return on Plan Assets	5.95	5.39
Actuarial gain/(loss) on Plan Assets	0.51	0.32
Actual Return on Plan Assets	6.46	5.71

(iv) Amount Recognised in the Balance Sheet :

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Gratuity		
Liability at the end of the year	109.22	136.92
Fair Value of Plan Assets at the end of the year	58.65	68.39
Amount Recognised in Balance sheet	50.57	68.53

Notes on Financial Statements for the Year ended 31st March, 2014

(v) Expenses recognised in the Profit & Loss Account :

Particulars	31st March, 2014	31st March, 2013
	Rs. In Lacs	Rs. In Lacs
	Gratuity	
Current Service Cost	11.59	13.85
Interest Cost	10.95	9.59
Expected Return on Plan Assets	(5.95)	(5.39)
Net Actuarial (gain) / loss to be recognised	(22.89)	13.03
Past Service Cost	-	-
Expenses recognised in the Profit & Loss Account	(6.30)	31.08

(C) Other Long Term Benefits

The charge recognised in the Profit & Loss Account for Leave Encashment for the year is Rs. 13.11 Lacs (Previous Year 6.83 Lacs) and the closing liability is Rs. 24.90 Lacs (Previous Year Rs. 16.77 Lacs)

D. Earning Per Share :

Particulars	31st March, 2014	31st March, 2013
	Rs. In Lacs	Rs. In Lacs
(A) Basic Earning Per Share :		
Working for Computing Earning Per Share :		
Profit after Taxation	3,817.05	5,202.61
(A)	3,817.05	5,202.61
Weighted Average No. of Equity Share Capital :		
Equity Share At The Beginning Of The Year	242.81	240.85
(+) Fresh Issue During The Year	-	1.96
(-) Redeemed/ Forefeited During The Year	-	-
(B)	242.81	242.81
Basic Earning Per Share (A / B)	15.72	21.43
(B) Diluted Earning Per Share :		
Diluted Earning for Computing Diluted Earning Per Share :		
Profit after Taxation	3,817.05	5,202.61
(Add) : Interest Expenses for the Year	-	-
(Less) : Tax relating to Interest Expenses	-	-
Adjusted Net Profit for the Current Year (A)	3,817.05	5,202.61
Weighted Average No. of Equity Share Capital :		
Equity Share At The Beginning Of The Year	242.81	241.64
(+) Fresh Issue During The Year(In Weighted Average for time)	-	1.17
(+) Potential No. of Shares to be issued on conversion	-	-
(B)	242.81	242.81
Diluted Earning Per Share (A / B)	15.72	21.43

Note :

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the Year.

Notes on Financial Statements for the Year ended 31st March, 2014

E. Contingent Liabilities :

Particulars	31st March, 2014 Rs. In Lacs	31st March, 2013 Rs. In Lacs
Guarantees given by the Banks (Counter Guarantees given by the Company)	1,227.89	18,290.68
Total	1,227.89	18,290.68

The Company has given Guarantees to Banks on behalf of its Subsidiary for outstanding installments of loans.

The Company has given Guarantees to Vessel Owners against the Bare Boat Charter of vessels by its subsidiary - the financial effect of which cannot be determined/estimated.

F. Segment Reporting :

The Company is engaged in only one type of business i.e. charter of offshore support vessels and there are no separate reportable segment as per Accounting Standards AS-17 "Segment Reporting".

G. Garware Nylons Limited has been ordered to be wound up by the Bombay High Court and Bombay High Court has appointed Official Liquidator on 18th December, 1998. During the year the value of investment of 35,050 equity shares valued at Rs.6.01 lacs has been written off in the books.

H. Previous year's figures have been regrouped / reclassified, to correspond with the current year's classification / disclosure.

As per our report of even date attached
For RAMAN S. SHAH & ASSOCIATES
 Chartered Accountants - Firm Reg. No. 119891W

Santosh A. Sankhe
 Partner
 Membership No. 100976

Place : Mumbai
 Date : 29th May, 2014

For and on behalf of the Board

Ashok Garware
 Executive Chairman

P. S. Shah
 GM - Finance & Accounts

Place : Mumbai
 Date : 29th May, 2014

Aditya Garware
 Vice Chairman &
 Managing Director

S. P. Akolkar
 President - Finance

A. K. Thanavala
 Director

A. C. Chandarana
 Company Secretary



ATTENDANCE SLIP

GLOBAL OFFSHORE SERVICES LIMITED

Registered Office : 101, Swapnabhoomi, 'A' Wing, S.K.Bole Road, Dadar (W), Mumbai – 400 028.

CIN: L61100MH1976PLC019229; Website: www.globaloffshore.in; Phone: 2423 4000; Email: investorredressal@globaloffshore.in

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

Joint Shareholders may obtain additional slips at the entrance.

Form with fields: Regd. Folio No. / Client ID No., Name of the Member / Authorised Representative / Proxy (in Block Letters), No. of Share(s) held

I hereby record my/our presence at the 36th ANNUAL GENERAL MEETING at "Garware Sabhagriha", F.P.H. Building, 5th Floor, Lala Lajpatrai Marg, Mumbai 400 034 on Thursday, 25th September, 2014 at 9.30 a.m.

Signature of the Member / Authorised Representative / Proxy

(TEAR HERE)



PROXY FORM

GLOBAL OFFSHORE SERVICES LIMITED

Registered Office : 101, Swapnabhoomi, 'A' Wing, S.K.Bole Road, Dadar (W), Mumbai – 400 028.

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L61100MH1976PLC019229; Website: www.globaloffshore.in; Phone: 2423 4000; Email: investorredressal@globaloffshore.in

Form with fields: Name of the Member (s), Registered address, E-mail id, Folio No. / Client Id, DP ID

I / We, being the member(s) of Equity Shares of Global Offshore Services Limited, hereby appoint

Form with 3 numbered sections for appointing a proxy, each with fields for Name, Address, E-mail Id, and Signature

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty-sixth Annual General Meeting of the Company, to be held on Thursday the 25th day of September 2014 at 9.30 A.M. at the Garware Sabhagriha, F.P.H. Building, 5th Floor, Lala Lajpatrai Marg, Haji Ali, Mumbai 400 034 and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice convening the meeting, as are indicated overleaf.



(TEAR HERE)



Resolution No.	Resolutions	Optional*	
		For	Against
1.	Adoption of Accounts		
2.	Declaration of dividend on equity shares		
3.	Re-appointment of Mrs. Maneesha S. Shah, who retires by rotation and, being eligible, offers herself for re-appointment.		
4.	Appointment of Statutory Auditors		
5.	Special resolution for appointment of Mr. Aditya A. Garware as Vice-Chairman & Managing Director of the Company.		
6.	Appointment of Mr. S. S. Aggarwal as an Independent Director		
7.	Appointment of Mr. J. C. Chopra as an Independent Director		
8.	Appointment of Mr. A. K. Thanavala as an Independent Director		
9.	Appointment of Mr. S. Y. Mulani as an Independent Director		
10.	Special resolution for mortgage and/or charge any vessels, other immovable and movable properties, both present and future, of the whole or substantially the whole of the undertaking or undertakings of the Company under Section 180(1)(a) of the Companies Act, 2013.		
11.	Special resolution for borrowing limits under Section 180(1)(c) of the Companies Act, 2013.		
12.	Special resolution for amendment of articles of association of the Company under Section 5 of the Companies Act, 2013.		

Signed this day of 2014

Signature of Proxy Holder(s)

Note: 1. The proxy must be returned so as to reach the registered office of the Company not later than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.

*2. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Please complete all details including details of member(s) in above box before submission.

By Courier

To

A large, empty rectangular box with a thin black border, intended for the recipient's name and address.

From

GLOBAL OFFSHORE SERVICES LIMITED

101, Swapnabhoomi, 'A' Wing, S.K. Bole Road, Dadar (W), Mumbai – 400 028.



GLOBAL OFFSHORETM SERVICES LTD.

Regd. Office: 101, Swapnabhoomi, "A" Wing, S. K. Bole Road, Dadar (W), Mumbai - 400 028. Tel.: +91-22-2423 4000 Fax : +91-22-2436 2764

CIN No.: L61100MH1976PLC019229

FORM A

1.	Name of the Company	Global Offshore Services Limited
2.	Annual financial statements for the year ended.	31 st March, 2014
3.	Type of Audit observation	Un-qualified.
4.	Frequency of observation.	Not Applicable
5.	To be signed by –	
	Vice Chairman & Managing Director	
	C.F.O.	
	Auditor of the Company	 
	Audit Committee Chairman	* 

for GLOBAL OFFSHORE SERVICES LIMITED


A.C. CHANDARANA
COMPANY SECRETARY



E-mail: info@globaloffshore.in

Website: www.globaloffshore.in